

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
BROTHER INDUSTRIES (UK) LTD
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

At an Extraordinary General meeting of the members of the above named company, duly convened and held at Brother Industries (UK) Limited, Vauxhall Industrial Estate, Ruabon, Wrexham, LL14 6HA on 18th August 2015 at 08.30 am

The following Special Resolution was duly passed:

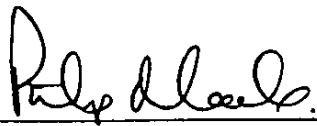
That the existing articles of association in their entirety be removed and substituted for the new articles of association attached to this resolution.

DATED: 18th August 2015

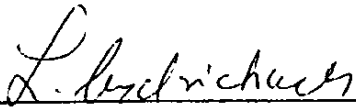
SIGNED:



Robert Craig McCubbin
Managing Director



Phillip Mack
Director



Loraine Lloyd-Richards
Company Secretary

WEDNESDAY



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19/08/2015

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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Company Number: 1888853

ARTICLES OF ASSOCIATION

of

BROTHER INDUSTRIES (U.K.) LTD

(Adopted by special resolution passed on 18th August 2015)

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

BROTHER INDUSTRIES (U.K.) LTD

(Adopted by special resolution passed on 18th August 2015)

PRELIMINARY

- 1 Brother Industries (U.K.) Ltd (the “Company”) is a private limited company with a registered office situated in Wales. The following provisions and (unless and to the extent that they are excluded or modified by, or are inconsistent with, the provisions set out in this document) the regulations contained in the Model Articles shall constitute the articles of association of the Company and references in this document to “**these articles**” shall be construed accordingly.
- 2 In these articles
 - 2.1 “**Act**” means the Companies Act 2006,
 - 2.2 “**Model Articles**” means the regulations contained Schedule 1 of The Companies (Model Articles) Regulations 2008 SI 2008/3229,
 - 2.3 “**Working Day**” has the meaning given to it in the Act,
 - 2.4 “**Written**” and “**In Writing**” include any method of representing or reproducing words in legible form,
 - 2.5 unless the context otherwise requires, any other words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of that meaning not in force when these articles become binding on the Company;
 - 2.6 unless the context requires otherwise, references in these articles to numbered regulations shall, be deemed to be references to regulations in the Model Articles, and
 - 2.7 references in these articles to numbered articles shall be deemed to be references to numbered provisions in this document
- 3 Regulations 14(1) to 14(4) (inclusive), 18, 26(5), 46, 52 and 53 shall not apply to the Company

OBJECTS OF THE COMPANY

- 4 Provided that the Directors shall not be authorised to take any action on behalf of the Company which Brother Industries Ltd of 15-1 Naeshiro-cho, Mizuho-ku, Nagoya 467-8561 is not authorised to take under its constitution from time to time in force, the objects of the Company shall be as follows -
- a to carry on the business as marketers, manufacturers, importers, exporters, renters, repairers, refurbishers and dealers (both wholesale and retail) in office and ancillary equipment, electrical and electronic equipment, apparatus, plant, machinery, fittings, accessories, components and parts, household equipment, sewing machines, stationery, communications equipment, apparatus and supplies, accessories and parts for any of these, ironmongery, hardware, metal and plastic goods,
 - b to carry on the business of recovery and recycling of supplies for printing and other office machinery,
 - c to carry on the business of handling, processing and the disposal of non-hazardous waste,
 - d to carry on the business of leasing moveable assets and machinery,
 - e to carry on the business of the provision of management consultancy services, financial and accountancy advisory services, trade consultancy services and mediation services for the subsidiaries (as defined in Section 1159 of the Companies Act 2006) of Brother Industries, Ltd ,
 - f to carry on the business of rental of real estate and real estate management,
 - g to carry on business as electrical engineers and general electrical installation contractors, wireless and television engineers, and service agents, motor, mechanical, power and general engineers, carriers and haulage contractors and as consultants on the manufacture and sale of electrical and electronic equipment of every description
 - h to carry on any other business, whether subsidiary or not, which can in the opinion of the Board of Directors be carried on conveniently or advantageously in connection with the business of the Company
 - i to acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body owning any business within the objects of the company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company
 - j to purchase, take on lease hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or there over (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business:
 - k to acquire in such manner and upon such terms as the Company shall think fit, secret processes Inventions, patents, copyrights, designs or trademarks or any interests therein, the acquisition of which shall seem beneficial to the Company:
 - l to build, construct, maintain, alter, enlarge, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company:
 - m to enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable
 - n to manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company
 - o to borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture

- stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital) as the Company shall think fit
- p to receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company
 - q to invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments:
 - r. to acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures, debenture stock or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company
 - s to draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments
 - t to issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing of the subscription of shares, debentures, debenture stock, bonds, stocks, and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon
 - u to promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such Company.
 - v to pay gratuities or pensions or allowances on retirement to any Directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of Directors, ex-Directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally
 - w to remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit, and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not
 - x to pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges
 - y to pay the costs or expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others:
 - z to enter into any arrangements with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Department of Trade, or any Act or Acts of Parliament for the purpose of the Company or any other company
 - aa. to aid, financially or otherwise, any association or body having for an object the promotion of trade or industry
 - bb to act as or through trustees, agents, secretaries, managers, brokers, or sub-contractors, and to perform the duties of any office undertaken by the Company.
 - cc to sell, exchange, lease, dispose of, turn to account, or otherwise deal with the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures, or other securities of other companies
 - dd to procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world:
 - ee to distribute among the Members any assets of the Company in specie, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and

separate capital from profits, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law:
ff to do all such other things as are incidental or conducive to the attainment of the above objects or any of them:

The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company

SHARE CAPITAL

- 5 The authorised share capital of the Company is £10,000,000 divided into 10 million ordinary shares of £1 each At the date of adoption of these articles the issued share capital of the Company is £970,000 divided into 970,000 ordinary shares of £1 each.
- 6 Subject to the provisions of these articles, pursuant to section 551 of the Act, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares up to a maximum amount of the authorised but as yet unissued share capital of the Company at the date of adoption of these articles at any time or times during the period of five years after the date of adoption of these articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period This authority may, at any time (subject to the said section 551), be renewed, revoked or varied by ordinary resolution of the Company.
- 7 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) by the Company Rights of pre-emption shall apply as set out in article 8 below.
- 8 Unless otherwise determined from time to time by the Company in a General Meeting, any shares for the time being unissued and new shares of any class hereafter created shall before they are issued be offered to the then existing holders of shares in proportion, as nearly as may be, to the number of shares held by them respectively Such offer shall be made by notice, specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these articles, dispose of the same in such manner as they think most beneficial to the Company The Directors may likewise dispose of any unissued shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered under this article 8.

LIEN

- 9 The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable on it or accruing to it or in respect of it

TRANSFER OF SHARES

- 10 The Directors may, in their absolute discretion refuse to register any transfer of any share, whether or not it is a fully paid share or a share on which the Company has a lien

GENERAL MEETINGS

- 11 A member of the Company which is a corporation may, by resolution of its Directors or other governing body, authorise such a person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company. Unless the Directors otherwise decide, a copy of such authority certified notari ally or in some other way approved by the Directors shall be delivered to the office or to such other place within the United Kingdom as the Directors may determine before such representative is entitled to exercise any power on behalf of the corporation which he represents. The provisions of the Act shall apply to determine the powers that may be exercised at any such meeting by any person so authorised. The corporation shall, for the purposes of these articles, be deemed to be present in person at any such meeting if any person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly
- 12 The quorum for a General Meeting shall be as stated in the Act. If a quorum is not present within half an hour of the time appointed for a General Meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such day and at such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved
- 13 A poll may be demanded at any General Meeting by any one member present in person or by proxy and entitled to vote. Regulation 44 shall be modified accordingly and Paragraph 2 of that regulation shall not apply.
- 14 The Directors of the Company shall convene an Annual General Meeting in order to fulfil article 26

VOTES OF MEMBERS

- 15 Unless the Directors otherwise determine, no member shall vote at any general meeting or 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 moneys presently payable by him in respect of that share have been paid
- 16 On a poll or on a show hands votes may be given either personally or by proxy. In accordance with section 324 of the Act, a member may appoint more than one proxy to attend on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. When two or more valid but different forms of proxy or appointments of proxy by electronic means are delivered or received in respect of the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which was last delivered or received, none of them shall be treated as valid in respect of that share. Regulations 44 and 45 shall be modified accordingly

- 17 Subject to article 18, a form appointing a proxy shall be in writing in any form which is usual or in such other form which the Directors may approve, and shall be executed by or on behalf of the appointer
- 18 Subject to the Act, the Directors may resolve to allow a proxy to be appointed by electronic means subject to such limitations, restrictions or conditions as the Directors think fit (including, without limitation, the ability to require such evidence as they consider appropriate to decide whether the appointment of a proxy in such manner is effective)
- 19 In order for the appointment of a proxy to be valid
- 19 1 in the case of an appointment of a proxy by hard copy, the form of proxy, together with the relevant documents, if any, must be.
- 19 1 1 left at or sent by post to the registered office of the Company (or such other place within the United Kingdom as may be specified in the notice convening the meeting and/or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting) by the relevant time, or
- 19.1 2 duly delivered in accordance with article 20; and
- 19 2 in the case of an appointment of proxy by electronic means, the communication appointing the proxy by electronic means together with the relevant evidence must be received at the address (as defined in article 20.1) by the relevant time
- 20 For the purposes of article 20:
- 20.1 for the purpose of appointing a proxy by electronic means, “address” means the number or address which has been specified by the Company for the purpose of receiving communications appointing proxies by electronic means,
- 20 2 “relevant documents” means either (i) the power of attorney or other authority relied on to sign the form of proxy, or (ii) a copy of such document certified as a true copy of the original by a notary or solicitor or certified in some other way approved by the Directors;
- 20 3 “relevant evidence” means any evidence required by the Directors in accordance with the provisions of article 18, and
- 20 4 “relevant time” means:
- 20 4.1 48 hours before the time appointed for the commencement of the meeting or adjourned meeting to which the proxy appointment relates; and
- 20.4.2 in the case of a poll taken more than 48 hours after it is demanded, 24 hours before the time appointed for the taking of the poll
- In calculating the relevant time or any other period of time referred to in this article 20 4, any part of a day that is not a working day shall be excluded
- 21 If a meeting is adjourned for less than 48 hours, or if a poll is not taken immediately but is taken not more than 48 hours after it was demanded, a form of proxy may also be delivered in hard copy form at the adjourned meeting or at the meeting at which the poll was demanded to

any director or the Company Secretary In calculating the periods referred to in this article 21, any part of a day that is not a working day shall be excluded

- 22 A vote given or poll demanded by proxy or by a duly authorised representative of a corporation shall be valid even though the authority of the person voting or demanding a poll has previously terminated, unless notice of the termination was received by the Company

22 1 in the case of a duly authorised representative of a corporation, at the office,

22 2 where the proxy was appointed by a form of proxy in hard copy form, at the office or such other place as is specified for depositing such form of proxy; or

22 3 where the proxy was appointed by electronic means, at the address as defined in article 20.1

in each case either (i) at least 48 hours (excluding any part of a day which is not a working day) before the time appointed for the commencement of the meeting or adjourned meeting at which such vote is given or (ii) in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, at least 24 hours (excluding any part of a day which is not a working day) before the time appointed for the taking of the poll at which the vote is cast

DIRECTORS

- 23 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but the minimum number shall be two Whilst there is only one Director, he shall constitute a quorum for all Directors' meetings Regulation 11 shall be modified accordingly

24. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company

25. A member or members holding a majority in nominal value of the issued shares may at any time appoint any person as a Director, either as an additional Director or to fill a vacancy, and may remove from office any Director however appointed. Any such appointment or removal shall be effected by notice to the Company signed by the member or members giving it or, in the case of a corporate member, signed on its behalf by a Director or by a person authorised by resolution of the Directors or other governing body and shall take effect when the notice is delivered to the Company.

- 26 At each General Meeting of the Company convened in accordance with article 14, all Directors must retire from office and may offer themselves for reappointment by the members. The Company shall appoint at least one person to the office of Director during that General Meeting

- 27 The office of a Director shall be vacated if

27 1 he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director,

- 27 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- 27 3 he becomes, in the opinion of all his Co-Directors, incapable by reason of mental disorder of discharging his duties as a Director,
- 27 4 notification is received by the company from the Director that the Director is resigning from office as Director, and such resignation has taken effect in accordance with its terms,
- 27 5 he is removed from office by notice given by a member or members under article 25.

ALTERNATE DIRECTORS

- 28. Any Director (other than an alternate Director) may appoint any other Director or, any other person approved by a resolution of the Directors to be an alternate Director to

- 28 1 exercise that Director's powers, and

- 28 2 carry out that Director's responsibilities

in relation to the taking of decisions by Directors in the absence of the alternate's appointer and such person need not be approved by resolution of the Directors

- 29 Subject to article 28 any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointer, or in any other manner approved by the Directors. Such notice should identify the proposed alternate and (in the case of an appointment) contain a statement that the proposed alternate is willing to act as the alternate of the Director giving the notice

- 30 Any alternate Director shall cease to be an alternate for his appointer when his appointer ceases to be a Director

- 31 An alternate Director may act as an alternate Director to more than one Director and shall have the same rights in relation to any decision of the Directors as the alternate's appointer. Except as the articles specify otherwise, alternate Directors:

- 31 1 are deemed for all purposes to be Directors;

- 31 2 are liable for their own acts and omissions,

- 31.3 are subject to the same restrictions as their appointers; and

- 31.4 are not deemed to be agents of or for their appointers

and in particular (without limitation), each alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointer is a member

- 32 A person who is an alternate Director but not a Director

- 32 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointer is not participating);

- 32 2 may participate in a unanimous decision of the Directors (but only if his appointer is an eligible Director in relation to that decision, but does not participate); and
- 32 3 shall not be counted as more than one Director for the purposes of articles 32.1 and 31.2.
- 33 A Director who is also an alternate Director is entitled, in the absence of his appointer, to a separate vote on behalf of his appointer, in addition to his own vote on any decision of the Directors (provided that his appointer is an eligible Director in relation to that decision), but shall not count as more than one Director for the purposes of determining whether a quorum is present.
- 34 An alternate Director may be paid expenses and may be indemnified by the Company to the same extent as his appointer but shall not be entitled to receive any remuneration from the Company for serving as an alternate Director except such part of the alternate's appointer's remuneration as the appointer may direct by notice in writing made to the Company

POWERS OF DIRECTORS

- 35 When one Director only is in office he may exercise all the powers and authorities in and over the affairs of the Company as conferred on the Board of Directors by these articles or by resolution of the members
- 36 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debt, liability or obligation of the Company or of any third party

PROCEEDINGS OF DIRECTORS

- 37 Every Director shall receive notice of a meeting, whether or not he is absent from the United Kingdom provided that, if he is absent from the United Kingdom, he has given to the Company an address outside the United Kingdom to which notices may be sent or an address to which notices may be given by electronic means

DIRECTORS' INTERESTS

- 38 For the purposes of section 175 of the Act, a Director shall be authorised
- 38 1 to hold office as a Director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any group undertaking of the Company,
- 38 2 to participate in any scheme, transaction or arrangement for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); and
- 38 3 to act as a trustee of any scheme for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension, retirement, death or disability scheme or other bonus or employee benefit scheme).

- 39 The following provisions of this article apply to any authorisation of a matter by the Directors for the purposes of section 175 of the Act
- 39.1 an authorisation may extend to any actual or potential conflict of interest (including a conflict of interest and duty and a conflict of duties) which may reasonably be expected to arise out of the matter so authorised,
- 39 2 an authorisation shall be subject to such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the Directors at any time, and
- 39 3 a Director shall comply with any obligations imposed on him by the Directors pursuant to any authorisation.
- 40 If a matter, office, employment, position or interest, has been authorised pursuant to article 39 or by the Directors for the purposes of section 175 of the Act, then the Director in question shall not be required to disclose to the Company any confidential information relating to such matter, or to such office, employment, position or interest, or to use such information in relation to the Company's affairs if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, office, employment, position or interest
- 41 A Director shall not be accountable to the Company for any remuneration or other benefit which he (or a person connected with him) derives from any office, employment, position or interest authorised pursuant to article 38 or by the Directors for the purposes of section 175 of the Act, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 42 Without prejudice to the obligation of any Director to disclose his interest in proposed or existing transactions or arrangements with the Company in accordance with the Act and subject always to section 175(6) of the Act and the terms on which any authorisation of by the Directors for the purposes of section 175 of the Act has been given, a Director (including an alternate Director) may vote at any meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution

DIRECTORS' BENEFITS GRATUITIES AND PENSIONS

43. Any Director who, at the request of the Board of Directors, performs special or extraordinary services on behalf of the Company, or who goes to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine
44. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, including a Director or former Director of the Company, and the Company may make payments towards insurance or trusts for such purposes in respect of any such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

CAPITALISATION OF PROFITS

- 45 The Directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 36 to any member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividends and regulation 36 shall be modified accordingly

NOTICES

- 46 Any notice or other document to be given to or by any person pursuant to these articles (other than a notice calling a meeting of the Directors) shall be in writing

47. Subject to the articles, any notice or other document to be sent or supplied.

47 1 to a member by the Company may be sent or supplied in accordance with and in any way in which the Act provides for documents or information to be sent or supplied by a company, including, but not limited to, by means of a website; and

47 2 by anyone to the Company may be sent or supplied in accordance with and in any way in which the Act provides for documents or information to be sent or supplied to a company

Nothing in article 47 shall affect any provision of the Act requiring offers, notices or documents to be served on, or delivered to, a member in a particular way.

48. Any notice or other document sent or supplied by the Company to a member (or other person entitled to receive notice under these articles) shall:

48 1 if sent in accordance with section 1147 of the Act, be deemed to have been received by the intended recipient at the time prescribed by that section;

48.2 if sent by post to the intended recipient at his registered address outside the United Kingdom or at an address specified by him for the purpose outside the United Kingdom, be deemed to have been received 72 hours after it was posted provided that it was properly addressed and prepaid as airmail; and

48 3 if delivered personally, by hand to or left at a registered address or an address specified for the purpose by the intended recipient, be deemed to have been received by the intended recipient on the day it was so delivered or left

- 49 In the case of joint holders of a share:

49 1 all notices and other documents shall be given or sent to the person named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all joint holders, and

49 2 any request for consent to receipt of communications in electronic form and/or by means of a website shall be sent to the person named first in the register in respect of the joint holding and any express consent (or deemed consent) given by such holder to the receipt of communications in any such manner shall bind all joint holders.

- 50 A member shall be entitled to have notices and other documents given to him at his registered address whether such address is in the United Kingdom or elsewhere

INDEMNITY

- 51 Subject to article 52, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- 51 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer
- 51 1 1 in the actual or purported execution and/or discharge of his duties, or in relation to them, and
- 51 1 2 in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
- including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and
- 51 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 51 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure
- 52 Article 51 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law
- 53 In article 51:
- 53.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- 53 2 a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor)

INSURANCE

- 54 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss In this article:
- 54 1 a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated

company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor),

54.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

54 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

LIABILITY OF MEMBERS

55. The liability of the members of the Company is limited