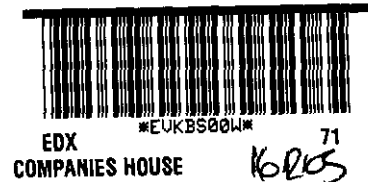


Company Number: 3145895



THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RENSBURG VCT LIMITED¹

**(as altered by special resolution passed on 28 February 1996,
a special resolution passed on 10 November 2000, a special resolution
passed on 30 July 2003, a special resolution passed on 28 July 2004
and a special resolution passed on 28 November 2005)**

- 1 The name of the Company is "Rensburg VCT Limited".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are
 - (a) (i) To carry on the business of a venture capital trust company and to acquire, hold (either in the name of the Company or in that of any nominee) sell, endorse, discount or otherwise deal with or dispose of all kinds of shares, stocks, debentures and debenture stock, bonds, gilts, obligations and securities issued or guaranteed by any company constituted in any part of the world, and all kinds of bonds, gilts, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority (supreme, municipal, local or otherwise), in any part of the world, and any right or interest therein (and whether or not producing income) and to vary or transpose any such shares, stocks, debentures, debenture stock, bonds, gilts, obligations or securities.

¹ The Company changed its name from YPCS 43 plc to Capital for Companies plc on 8 February 1996 and to Rensburg VCT plc on 29 July 2004. The Company became a private limited company on 16 December 2005

- (ii) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise; to underwrite or guarantee the subscription thereof; and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (iii) To act and to perform all the functions of a holding company.
- (iv) To act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake or execute any other trusts.
- (v) To establish or maintain or join in any scheme or plan for encouraging or facilitating the regular (or other) investment in, the holding of, or the investment of any dividends declared by the Company or any other company in the securities of the Company or any other company within such scheme or plan by, or for the benefit of, the shareholders of the Company or other persons within such scheme or plan and to discharge, or contribute towards the discharge of, the expenses of establishing or maintaining any such scheme or plan.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of

such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associates in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To control, manage, finance, subsidise, coordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operation which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either

by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or any of the persons listed below, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are, or have been, Directors of, or who are, or have been, employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.
- (t) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in a similar capacity.
- (u) To insure the life of any person who may, in the opinion of the company, be of value to the Company as having or holding for the Company interests, goodwill or

influence or other assets and to pay the premiums on such insurance.

- (v) To purchase and maintain for any officer of the Company any insurance policy indemnifying such officer against liability for negligence, default, breach of duty or breach of trust of any other liabilities which may be lawfully insured against.
- (w) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (x) To procure the Company to be registered or recognised in any part of the world.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- (1) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (4) In this Clause the expression "the Act" shall mean the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
5. The liability of the Members is limited.
6. The Company's share capital is £3,500,000 divided into 35,000,000 shares of 10p each.²

² Note: By ordinary resolution passed on 28 February 1996 the Company altered its share capital as follows:

- (i) by increasing its authorised share capital to £1,100,000 by the creation of 500,000 redeemable shares of 10 pence each and 9,500,000 ordinary shares of 10 pence each
- (ii) by subdividing the two issued and 99,998 unissued shares of £1 each in the capital of the Company into 10 shares of 10 pence each and redesignating them as ordinary shares.

Note: By a board resolution dated 9 April 1996, 500,000 redeemable shares of 10 pence each were redeemed and pursuant to the ordinary resolution passed on 28 February 1996 were automatically converted into 500,000 ordinary shares of 10 pence each.

Note: By ordinary resolution passed on 10 November 2000 the Company altered its share capital by increasing its authorised share capital to £1,800,00 by the creation of 7,000,000 ordinary shares of 10 pence each.

Note: By ordinary resolution passed on 30 July 2003 the Company altered its share capital by increasing its authorised share capital to £2,500,000 by the creation of 7,000,000 ordinary shares of 10 pence each.

Note: By ordinary resolution passed on 28 July 2004 the Company altered its share capital by increasing its authorised share capital to £3,500,000 by the creation of 10,000,000 ordinary shares of 10 pence each.

THE COMPANIES ACTS 1985-1989

ARTICLES OF ASSOCIATION

OF

RENSBURG VCT LIMITED

Incorporated on 15 January 1996

Adopted on 28 November 2005

WALKER MORRIS

Kings Court

12 King Street

LEEDS

LS1 2HL

Tel: 0113 2832500

Fax: 0113 2459412

Ref: SNT/REN.246-1

CONTENTS

SECTION	HEADING	PAGE
1	PRELIMINARY	1
2	INTERPRETATION	1
3	SHARE CAPITAL	2
4	TRANSFER OF SHARES	2
5	GENERAL MEETINGS AND RESOLUTIONS	2
6	APPOINTMENT AND RETIREMENT OF DIRECTORS	3
7	DISQUALIFICATION AND REMOVAL OF DIRECTORS	4
8	ALTERNATE DIRECTORS	5
9	GRATUITIES AND PENSIONS	6
10	PROCEEDINGS OF DIRECTORS	6
11	NOTICES	8
12	THE SEAL	9
13	INDEMNITY	9

Company number: 3145895

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

RENSBURG VCT LIMITED

ARTICLES OF ASSOCIATION

Adopted on 28 November 2005

1 PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these articles (**Table A**) shall apply to the Company except to the extent that they are excluded or varied by these articles and those regulations (save as so excluded or varied) and these articles shall be the regulations of the Company.

2 INTERPRETATION

In these articles and in Table A the following expressions have the following meanings:

the Act means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

these articles means these articles of association, whether as originally adopted or as from time to time altered by special resolution;

clear days means in relation to the period of a notice that period excluding the day when 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;

the directors means the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;

executed means any mode of execution;

the holder means in relation to shares the member whose name is entered in the register of members as the holder of the shares;

office means the registered office of the Company;

seal means the common seal of the Company (if any);

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;

share means any interest in a share; and

the United Kingdom means Great Britain and Northern Ireland.

Words or expressions contained in these articles and in Table A bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3 SHARE CAPITAL

3.1 The authorised share capital of the Company at the time of adoption of these articles is £1,950,416.66 divided into 19,504,166 ordinary shares of 10 pence each.

3.2 Regulation 4 of Table A and, in accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

4 TRANSFER OF SHARES

The first sentence in regulation 24 of Table A shall not apply to the Company. The words **They may also** at the beginning of the second sentence of that regulation shall be replaced by the words **The directors may**.

5 GENERAL MEETINGS AND RESOLUTIONS

5.1 The words **or a resolution appointing a person a director** and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words **in accordance with section 369(3) of the Act** shall be inserted after the words **if it is so agreed** in that regulation.

5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

- 5.3 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 5.4 A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.
- 5.5 Regulation 54 of Table A shall not apply to the Company. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member, representative or proxy shall have one vote for each share of which he is the holder.
- 5.6 A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

6 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 6.1 Regulation 64 in Table A shall not apply to the Company.
- 6.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the number of directors holding office shall be one, the sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.
- 6.3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- 6.4 A member or members holding a majority of the voting rights in the company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6.2 above as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the appointment or removal or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the registered office of the Company.
- 6.5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6.2 above as the maximum number of directors for the time being in force.
- 6.6 Unless and until otherwise determined by the Company by ordinary resolution either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

7 DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

- 7.1 He ceases to be a director by virtue of any provision of the Act of these articles or he becomes prohibited by law from being a director; or
- 7.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 7.3 He is, or may be, suffering from mental disorder and either:

- 7.3.1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 7.3.2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 7.4 He resigns his office by notice to the Company; or
- 7.5 He shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- 7.6 He is removed from office as director pursuant to article 6.2;
- and regulation 81 of Table A shall not apply to the Company.

8 ALTERNATE DIRECTORS

- 8.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 in Table A shall not apply to the Company.
- 8.2 A director may appoint any person willing to act as his alternate and regulation 65 of Table A shall be modified accordingly and such person may represent more than one director. An alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.

- 8.3 If the appointor of an alternate director is not available the signature of the alternate director to any resolution in writing of the directors shall be as effective as the signature of the appointor. An alternate director shall be deemed to be a director for the purpose of signing instruments to which the seal is affixed and article 12.1 shall be read accordingly.

9 GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its memorandum of association to give and provide pensions, annuities, gratuities or any other benefits to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10 PROCEEDINGS OF DIRECTORS

- 10.1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:
- 10.1.1 May be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
 - 10.1.2 May be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;
 - 10.1.3 May or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - 10.1.4 Shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

- 10.1.5 Shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of articles 10.1.1 to 10.1.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as referred to in this article 10.1.5 his vote shall be counted.
- 10.2 For the purposes of article 10.1:
- 10.2.1 A general notice to the directors that a director is to be regarded as having a interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 10.2.2 An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 10.2.3 An interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated) these articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director notwithstanding any interest which the alternate director has otherwise.
- 10.3 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 10.4 Any director or member of a committee of the board of directors (including an alternate director) may participate in a meeting of the directors or a committee of the directors by means of conference telephone or similar communications equipment whereby all the persons participating in a meeting can hear each other and any director so participating shall be deemed to be present in person at such meeting and, subject to these articles and the Act, may vote and be counted in the quorum for that meeting. 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.

- 10.5 Regulation 88 of Table A shall be amended by substituting for the sentence: **It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom** the following sentence:

'Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.'

11 NOTICES

- 11.1 Any notice required by these articles to be given by or to the Company may be given by any visible form on paper including facsimile transmission and a notice communicated by such form of immediate transmission shall be deemed to be given at the time it is transmitted to the person or company to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly. In regulation 112 of Table A the words **first class** shall be inserted immediately before the words **post in a prepaid envelope**.
- 11.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by facsimile transmission proof of the notice having been sent to the correct facsimile number shall be conclusive evidence that the notice was given and shall be deemed to have been given at the time of the receipt by the sender of a transmission report confirming that the notice has been transmitted correctly. Regulation 115 of Table A shall not apply to the Company.
- 11.3 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 notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled to receive such notice at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

12 THE SEAL

- 12.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or a second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 12.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

13 INDEMNITY

Subject to the provisions of sections 309A-C of the Act, every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation to such lawful execution, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation to such execution. Regulation 118 of Table A shall not apply to the Company.

Dated 28 November 2005
