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FOR  
INFO  
ONLY

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CHARLES RIVER CLINICAL SERVICES EDINBURGH LTD

- I The Name of the Company is "Charles River Clinical Services Edinburgh Ltd " <sup>1</sup>
- II The Registered Office of the Company will be situated in Scotland
- III The objects for which the Company is established are <sup>2</sup>
  - (1) To carry on all or any of the undernoted businesses
    - (a) To carry out research, investigations, and experimental work of every description in relation to drugs, medicines and pharmaceutical, medicinal, chemical or other products or materials of all kinds and descriptions and to carry out clinical research in all its branches
    - (b) To act as consultants or advisors on any problem of a scientific, technical or technological nature and to conduct surveys and provide reports, information and assessments in connection with the same
    - (c) To provide, or to procure the provision by others of, every service or requirement of a scientific, technical or technological nature relating to clinical research in any form whether for any commercial, industrial or scientific use or for use by any public authority or undertaking
    - (d) To engage in or promote research into any problem related to, or arising out of, any of the foregoing matters or things

<sup>1</sup> (As amended by Special Resolution passed 6 April 1988 )  
(As amended by Special Resolution passed 5 August 2005 )  
(As amended by Special Resolution passed 8th June 2007 )  
<sup>2</sup> (As amended by Special Resolution passed 27th July 1988 )



- (2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold heritable or moveable, real or personal property of every description and wherever situate and any option, interest, licence, servitude, easement, right or privilege in or over such property which the Company or its Directors may think necessary or convenient for the purposes of its business or for investment or for the furtherance of its objects, and in particular but not limited to any land, buildings, apparatus, machinery, plant and stock in trade, and also to sell, feu, lease, let, exchange, surrender, mortgage, charge or otherwise dispose of or deal with or to occupy, factor, maintain, manage, control, work, alter, extend, equip, improve, exploit, develop, replace or turn to account in any manner or way any such property or to grant any option, interest, licence, servitude, easement, right or privilege in or over any such property
- (3) To promote, establish, develop and carry on any other business or activity whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with any business of the Company hereinbefore or hereinafter authorised, whether ajusdem generis therewith or not, or calculated as likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or utilising its know how or expertise or otherwise advancing the interests of the Company or of its members
- (4) To purchase or acquire by exchange, subscription, application, promotion or otherwise and to hold and deal with in any manner or way any of the property following
  - (a) all or any part of the undertaking, property, business or assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property which in the

opinion of the Company or its Directors is suitable for any of the purposes of the Company, or any interest in any partnership or joint venture or joint purse arrangement or other arrangement regarding the sharing of profits or any union of interests with any such person, firm or company, and, as part of the consideration for any such acquisition, to undertake all or any of the transactions or liabilities of any person, firm or company, and to give or accept by way of consideration, for any of such acts or things or for any such undertaking, property, business, assets or interests acquired, any shares, stock, debentures, debenture stock or other securities which the Company has power to issue or partly in more than one of or in all of such modes and to acquire, hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock debentures, debenture stock or other securities received,

- (b) the whole or any part of the shares, stock, debentures, debenture stock and other securities, units, participations or interests in or of any corporations, companies, associations, undertakings, or firms for the time being engaged, concerned or interested in any industry, trade or business of a type similar to any or all of those which the Company is empowered by this Memorandum of Association to carry on or which can conveniently be carried on in connection with any such business, trade or industry as aforesaid or the acquisition of which may seem to the Company or its Directors calculated directly or indirectly to benefit the Company or the interests of its members and to promote the beneficial co operation of any such companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments

and holdings all the rights, powers and privileges of ownership including the right to vote thereon,

- (c) plant, machinery, and moveable, personal, heritable and real property of all kinds, and
  - (d) patents, patent rights or inventions, know how, copyrights, designs, trade marks or secret processes, including without prejudice to the generality of the foregoing to register, promote and advertise the same
- (5) To perform or do all or any of the following operations, acts or things
- (a) to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise which may seem to the Company or its Directors conducive to the attainment of the Company's objects or any of them and to apply for, promote and obtain any legislation, order, charter, privilege, concession, licence, right, franchise or authorisation from any such government or authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which the Company or its Directors consider may be likely directly or indirectly to further the objects of the Company or the interests of its members, and to carry out, exercise and comply with the same and to oppose any proceedings or applications or the like which the Company or its Directors consider may be directly or indirectly prejudicial to the interests of the Company or its members,
  - (b) to apply for, take out, obtain, purchase and otherwise acquire any grants, licences, concessions and the like conferring any exclusive or absolute or non exclusive or

limited right to use, or any secret processes or other information regarding, any invention or discovery which may seem to the Company or its Directors capable of being used for any of the purposes of the Company or the acquisition of which may seem likely to the Company or its Directors directly or indirectly to benefit the Company or its members and to carry on research and to acquire, use, maintain, exercise, develop, manufacture under, sell or otherwise dispose of, deal with or turn to account any such licences, concessions and the like and other information aforesaid,

- (c) to lend and advance money, to place money on current account or deposit and to grant or provide credit and financial accommodation to any person, firm or company, including, without limitation, any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company,
- (d) to receive from any person, firm or company, including shareholders and Directors of the Company, money or securities, on deposit or loan, at interest or for safe custody or otherwise,
- (e) to borrow and raise money with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting

or creating or the permitting to subsist of any heritable securities or other fixed securities or assignations in security or assignations or other conveyances or mortgages or pledges of or charges over or any set off against or lien or hypothec upon the undertaking of the Company and all or any of it heritable and moveable, real and personal property (present and future) or by the granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description,

- (f) to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security assignation in security or assignation or other conveyance or mortgage or pledge of or charge over or set off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other

security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business,

- (g) to accept, draw, issue, make, create, execute, discount, endorse, negotiate, and to buy, sell and deal in bank drafts, bills of exchange, promissory notes, debentures, bills of lading and other instruments and securities, whether negotiable, transferable or otherwise,
- (h) to enter into any partnership or any joint venture or any joint purse arrangement or any profit sharing arrangement and to co operate or participate in any way with, and to assist or subsidise, any company, firm or person,
- (i) to establish, promote, organise, incorporate, reorganise, finance and to aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships and associations of all kinds,
- (j) to carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable to the Company or its Directors with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business,

- (k) to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company,
- (l) to carry on the business of a holding company and to establish or promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the company, or for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem to the Company or its Directors directly or indirectly calculated to benefit or to advance the objects or interests of the Company or the interests of its members, with power to assist such company or companies in every way, but especially by taking shares, stocks and securities thereof, providing capital and paying preliminary expenses,
- (m) to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business to the business of the Company or in any other industry ancillary thereto or which can in the opinion of the Company or its Directors conveniently be carried on in connection therewith and to invest money of the Company in any investments and to carry on the business of a property company,
- (n) to act as directors, secretaries, managers, registrars or transfer agents or to appoint directors, secretaries, managers, registrars or transfer agents of any subsidiary company or of any company in which the Company is or may be interested or of any other company and to take part in the management, supervision and control of the business



or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, trustees, solicitors, accountants, actuaries, architects, valuers, surveyors and other experts or agents,

- (o) to pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and any other company promoted by the Company or any company in which the Company is or may contemplate being interested including in such expenses all or any part of the costs and expenses of owners or any business or property acquired by the Company, and to procure the registration, recognition or incorporation of the Company in or under the laws of any place outside Scotland,
- (p) to issue and allot, credited as paid up in full or in part or otherwise, shares, debentures or other securities of the Company for cash or in payment or part payment for any heritable or moveable, real or personal property purchased or otherwise acquired by the Company or for any services rendered to the Company or in satisfaction of any obligation or liability undertaken or agreed to be undertaken by the Company or for any other purpose,
- (q) to give or pay any remuneration, brokerage, discount or other compensation or reward or expenses for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue, any shares or debentures or other securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite,

purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund or trust promoters or managers, and of underwriters or dealers in securities and to act as trustees of any kind for any person, firm or company and to undertake and execute any trust,

- (r) to sell, exchange, transfer, let on rent, share of profit, royalty or otherwise, grant licences, servitudes, easements, options and other rights over and in any other manner deal with, turn to account, or dispose of all or any part of the undertaking, property and assets (present and future) of the Company whether heritable or moveable, real or personal, either together or in portions, for any such consideration as may be thought fit by the Company or its Directors and in particular (without prejudice to the generality of the foregoing) for any shares, stock, debentures, debenture stock or other securities, whether fully or partly paid up, of any other company or partly in more than one of or in all of such modes of payment and to hold, retain, sell, dispose of, charge, mortgage and deal with any shares, stock, debentures, debenture stock or other securities received,
- (s) to establish, maintain, participate in and contribute to or to procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or

otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid or of the relations, wives, widows, families, connections or dependants of any such persons and for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and for the benefit of their relations, connections or dependants or any of them and to grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or the payments or benefits of any kind to any of such persons as aforesaid, and to establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise to advance the interests and well being of the Company or of any such other company as aforesaid or its members, and to make payments for or towards the insurance of any such persons as aforesaid,

- (t) (subject to the provisions of Sections 151 to 158 of the Companies Act 1985) to establish and contribute to any employee share scheme (within the meaning of Section 743 of the Companies Act 1985) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and to lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company, to establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital

- of the Company, to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them, and to form or subscribe to any association, institution or fund for the protection of the interests of owners or employers by insurance against loss caused by bad debts, strikes, fire, accidents, war risks or otherwise,
- (u) to pay, subscribe or guarantee money to or for any purpose which the Company or its Directors consider may be likely, directly or indirectly, to further the interests of the Company or of its members or for any charitable, benevolent, national, educational, social, public, general or useful object or for any exhibition,
  - (v) to cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory,
  - (w) to distribute among the members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any property or assets of the Company or any proceeds of sale or disposal thereof, and in particular shares, debentures or other securities of other companies belonging to the Company, or of which the Company may have the power to dispose, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law,
  - (x) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, nominees, trustees or otherwise and either by or through agents, contractors, nominees, trustees,

subsidiary companies or otherwise and either alone or in conjunction with others,

- (y) to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that, for the purposes of this clause, (A) "company" except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or resident in the United Kingdom or elsewhere, (B) "person" shall include any person acting in any capacity whatsoever and any company, corporation, association, syndicate or society as well as any other legal or natural person, (C) "subsidiary" and "holding company" shall be construed in accordance with Section 736 of the Companies Act 1985, (D) "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, (E) "and" and "or" shall mean "and/or" where the context so permits, (F) "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, (G) reference to any Act of Parliament shall be deemed to include any statutory amendment or modification thereof, and (H) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

IV The liability of the members is limited

V The share capital of the Company is £1,000 divided into 1,000 shares of £1

each, with power to increase the capital and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions <sup>3</sup>

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Simon Thomas David Brown 25 CHARLOTTE SQUARE EDINBURGH SOLICITOR	One
David Ian Lindgren 25 CHARLOTTE SQUARE EDINBURGH SOLICITOR	One
Total Shares taken	Two

Dated the 2<sup>nd</sup> day of March 1988

WITNESS to the above Signatures

Jacqueline Hepburn  
25 CHARLOTTE SQUARE  
EDINBURGH  
LEGAL ASSISTANT

<sup>3</sup> The authorised share capital was subdivided from 1,000 shares of £1 each into 100,000 shares of £0.01 each by ordinary resolution passed on 24 May 1989

THE COMPANIES ACT 1985  
-  
PRIVATE COMPANY LIMITED BY SHARES  
-  
ARTICLES OF ASSOCIATION  
of  
CHARLES RIVER CLINICAL SERVICES EDINBURGH LTD  
  
(adopted by Special Resolution passed on 20 September 1999)

1     Preliminary

- 1 1     The Company is established as a private company within the meaning of Section 1(3) of the Act (as hereinafter defined) in accordance with and subject to the provisions of the Act and of the Memorandum of the Company and of the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table A being hereinafter called "Table A") with the exception of Regulations 5, 24, 25, 38, 53, 64 to 69 inclusive, 73 to 80 inclusive, 87, 93 to 96 inclusive and 118 of Table A and of any other Regulations which are inconsistent with the additions and modifications hereinafter set out
- 1 2     In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles 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
- 1 3     In these Articles the expressions "subsidiary" and "holding company" shall have the meanings ascribed thereto in Section 736 of the Act

2     Share Capital

- 2 1     The authorised share capital of the Company as at the date of adoption of these Articles is £1,000 divided into 100,000 Ordinary Shares of £0.01 each

3.     Allotment of Shares

- 3 1     Subject as provided herein, all unissued shares in the Company shall be at the disposal of

the directors and, provided that if and so long as any company is for the time being the holding company of the Company (hereinafter referred to as "Parent Company") the prior consent in writing of the Parent Company has been obtained, the directors may allot (with or without conferring a right of remuneration), grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think fit

3 2 In substitution for any existing such authority conferred on the directors, the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions.

3.2.1 the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £900, and

3 2 2 this authority shall expire unless sooner revoked or altered by the Company in general meeting on the fifth anniversary of the date of adoption of these Articles provided that the Company may, before the expiry of this authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired

3.3 In accordance with Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to allotments by the Company of equity securities (as defined in Section 94 of the Act)

#### 4 Transfer of Shares

The directors shall register any transfer of any share which is presented for registration duly stamped

#### 5 Notice of General Meetings

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it so agreed.

5.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and

5 2 in case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent in nominal value of the shares giving that right.



Such agreement must be signed by the requisite percentage of members specified above, which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing and may consist of several documents in the like form consented to and signed by one or more members as the directors may from time to time resolve to permit. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

6 General Meetings

If and so long as the Company has for the time being a Parent Company, the Parent Company's representative shall constitute a quorum and Regulation 40 of Table A shall be modified accordingly

7 If the Company shall have only one member, these Articles shall (in the absence of an express provision to the contrary) apply with such modification as may be necessary and in particular

7 1 one member present in person or by proxy shall be a quorum, and

7 2 a proxy for such member shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly

8 Subject to the provisions of the Articles a member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the members participating in the meeting can hear each other, and the members participating in a meeting in this manner shall be deemed to be present in person at such meeting.

9 Members' Resolutions

A resolution in writing which has been consented to and signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present (which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing as the directors may from time to time resolve to permit) shall be as effective as a resolution passed at a meeting of members duly convened and held and may consist of several documents in the same terms each consented to by one or more members

10     Directors

The number of directors other than alternate directors shall not be subject to any maximum but shall not be less than two

11.     If and so long as the Company has for the time being a Parent Company, the power to appoint directors whether to fill casual vacancies or add to the Board or otherwise and the power to remove any director, howsoever appointed, shall (subject to the provisions of Regulation 81 of Table A) reside exclusively in such Parent Company. Any such appointment or removal shall be effected by instrument in writing signed on behalf of the Parent Company by one of its directors duly authorised in that regard and shall be effective forthwith upon the receipt of such instrument at the registered office of the Company

12     Borrowing Powers

The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge the whole or any part of its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, provided that, if and so long as the Company has for the time being a Parent Company

- 12 1    the power to borrow money from the bankers of the Company shall be exercisable by the directors only within such limits as shall from time to time be intimated in writing to the directors and/or to such bankers by such Parent Company, and
- 12 2    the directors shall not without the prior consent in writing of the Parent Company have power to exercise any of the other powers conferred by this Article or to enter on behalf of the Company into hire purchase or capital expenditure commitments

13.     Powers and Duties of Directors

No director shall be disqualified from his office by reason of his contracting with the Company or holding any office (except that of Auditor) under or being employed by the Company nor shall any such contract, office, or employment, nor any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any director shall be a director or member or otherwise interested, nor any other matter in which any director shall have any interest be affected or avoided or voidable by reason of his holding that office or of the fiduciary relationship thereby established and any director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter, provided always that his interest shall be disclosed in manner provided by Section 317 of the Act. For the purpose of this Article, a general notice given to the directors of the Company by a director to the effect that he is a

director or member of a specified company or firm and is to be regarded as interested in any contracts made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

- 14 Provided that if and so long as the Company has for the time being a Parent Company, the powers conferred by this Article shall be exercisable only with the prior consent in writing of such Parent Company, the directors may.

- 14.1 establish or concur or join with any companies (being the Parent Company or subsidiary companies of the Parent Company or companies with which the Company is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following sub Article shall include any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities) and ex employees of the Company and of any such other companies and their dependants, or any class or classes of such persons, and

- 14.2 pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding sub Article Any such pension or benefit may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement

15 Proceedings of Directors

Subject to the provisions of these Articles, a director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the directors participating in the meeting can hear each other, and the directors participating in a meeting in this manner shall be deemed to be present in person at such meeting

- 16 A resolution in writing which has been consented to and signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors (which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing as the directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the same terms each consented to by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor, and if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity

17 Alternate Directors

Any company entitled for the time being pursuant to Article 11 hereof to appoint and remove directors of the Company shall be entitled to appoint any person to be an alternate director of the Company and to remove any alternate director so appointed, any such appointment or removal being effected in the manner provided in Article 11. An alternate director shall, except as regards remuneration, be subject to the provisions of these presents with regard to directors and shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the directors and of all meetings of committees of directors of which is appointor is a member and to attend and vote as a director at any such meetings at which the director for whom he is alternate is not personally present and generally to exercise and discharge as a director all of the functions, powers and duties of the director for whom is his alternate in the absence of such director Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate An alternate director shall ipso facto cease to be an alternate director if the director for whom he is alternate ceases for any reason to be a director.

18 Indemnity

Subject to the provisions of Section 310 of the Act, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which 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 or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto

19. The directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported executed or discharge of their duties or the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices in relation to the Company