

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

GROUP NBT PLC

(As adopted by Special Resolution
passed on 26 November 2009)

PRELIMINARY

1. No regulations set out in any statute, or in any statutory instrument, or other subordinate legislation made under any statute relating to companies shall apply as the regulations or Articles of the Company.
2. In these Articles, if not inconsistent with the subject or context:
 - (a) the following words shall bear the meanings stated:

"Act"	the Companies Act 2006;
"AIM"	the AIM Market operated by the London Stock Exchange;
"AIM Rules"	the latest edition of "AIM Rules for companies" issued by the London Stock Exchange;
"these Articles"	these Articles of Association as from time to time altered;
"Auditors"	the auditors of the Company;
"Board"	means the Board of directors for the time being of the Company or the directors present at a duly convened and quorate meeting of directors;
"Business Day"	a day (other than a Saturday or a Sunday) on which banks are open for business in London;
"cash memorandum account"	an account so designated by the Operator of the relevant system concerned;

"certificated share"	a share in the capital of the Company that is not an uncertificated share and references to a share being held in certificated form shall be construed accordingly;
"clear days"	in relation to the period of 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;
"committee"	a duly authorised committee of the Board;
"communication"	includes but is not limited to, a communication comprising sounds or images or both and a communication effecting a payment;
"Company"	Group NBT plc;
"director" or "Director"	means a director for the time being of the Company;
"electronic address"	includes any number or address used for the purposes of electronic communications;
"electronic communication"	has the same meaning as in the Electronic Communications Act 2000;
"entitled by transmission"	in relation to a share, entitled as a consequence of the death or bankruptcy of a Member or of another event giving rise to a transmission of entitlement by operation of law;
"executed"	includes signed, sealed or authenticated in some other way;
"Group"	the Company and its Subsidiary Undertakings for the time being;
"holder"	in relation to any share means the member whose name is entered in the register as the holder of that share;
"in writing"	written, printed or lithographed, or visibly expressed by any substitute for writing or partly be one of those means and partly by another or others including representing or reproducing words legibly so that they are permanent and in either hard copy or electronic form;
"London Stock Exchange"	London Stock Exchange Limited;
"Member"	shareholder of the Company;

"month"	calendar month;
"office"	the registered office of the Company;
"Operator"	has the same meaning as in the Regulations;
"Ordinary Share"	means the ordinary shares of 1 pence each in the capital of the Company carrying the rights and restrictions set out in these Articles.
"paid up"	paid up and/or credited as paid up;
"person entitled by transmission"	a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register;
"person with mental disorder"	<p>(a) a person who 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 1984; or</p> <p>(b) a person in respect of whom 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 guardian, receiver, curator bonis or other person to exercise powers with respect to his property or affairs;</p>
"Prescribed Rate"	an annual rate of interest equal to two per cent above the base lending rate (or any equivalent or successor lending rate) published from time to time by Barclays Bank PLC in London (or by such other London clearing bank as may be specified by the Board as the Company's principal banker for the purpose of these Articles) being the base lending rate prevailing at the close of business in London on the day immediately preceding the day on which such rate falls to be determined;
register"	the register of members of the Company and includes so far as relevant and so long as the Uncertificated Securities Regulations so permit/require, a related operator register of

	Members;
"Regulations" or "Uncertificated Securities Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
"relevant system"	has the meaning given to it by Article 2(f);
"seal"	the common seal of the Company or any official seal that the Company may be permitted to have under the Act;
"Secretary"	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;
"Sterling"	the lawful currency of the United Kingdom;
"Subsidiary Undertaking"	a subsidiary undertaking of the Company which is required by the Act to be included in consolidated group accounts of the Company;
"uncertificated share"	a share in the capital of the Company which is recorded on the register as being held in uncertificated form and title to which may, by virtue of the Regulations, be transferred by means of a relevant system and references to a share being held in uncertificated form shall be construed accordingly; and
"UKLA"	means the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000;
"United Kingdom"	Great Britain and Northern Ireland;
(b)	words importing the singular shall include the plural, and vice versa;
(c)	words importing any gender shall include all genders, and "persons" shall include corporations;
(d)	words and expressions defined in the Act shall bear the same meaning in these Articles (but excluding any modification of the Act not in force at the date of these Articles and words and expressions expressly defined in these Articles) unless inconsistent with the subject or context;
(e)	words and expressions defined in the Regulations shall bear the same meaning in these Articles (but excluding any modification of the Regulations not in force at the date of adoption of these Articles and words and expressions expressly defined in these Articles) unless inconsistent with the subject or context;
(f)	reference to a relevant system is to the relevant system in which that share is a participating security at the relevant time;

- (g) the expression "secretary" shall (subject to the provisions of the Act) include an assistant or deputy secretary, and any person appointed by the Directors to perform any of the duties of the secretary;
- (h) any reference to any statute, statutory provision or statutory instrument shall extend to and include any amendment, consolidation or re-enactment of it for the time being in force;
- (i) any reference to writing includes a reference to any method of reproducing words on paper and any reference to a notice, consent or approval being given in a similar way to writing shall mean one given or sent by telex, telegram, facsimile or other electronic process (whether in use when these Articles are adopted or developed subsequently) capable of reproducing words in a visible and non-transitory form;
- (j) any reference to a signature shall be deemed to include a signature printed or reproduced by mechanical, electronic or other means or any stamp or other distinctive marking made by or with the authority of the person required to sign the document to indicate it is approved by such person;
- (k) any reference to a meeting shall not be taken as requiring more than one person to be present in person if any quorum requirement can be satisfied by one person;
- (l) where the Company has a power of sale or other right of disposal in relation to any share, any reference to the power of the Company or the Board to authorise a person to transfer that share to or as directed by the person to whom the share has been sold or disposed of shall, in the case of an uncertificated share, be deemed to include a reference to such other action as may be necessary to enable that share to be registered in the name of that person or as directed by him; and
- (m) where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose.

The headings are inserted for convenience and do not affect the construction of these Articles.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is divided into Ordinary Shares of 1p each, and the liability of the Members is limited to the amount, if any, unpaid on the shares held by them.
4.
 - (1) Subject to the provisions of the Act and without prejudice to any rights for the time being conferred on the holders of any shares or class of shares, any share may be issued with such special rights, conditions or restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may by ordinary resolution direct or failing such direction (but in the case of unclassified shares only), as the Board may determine.
 - (2) Subject to the provisions of the Act, any shares may be issued on the terms that, at the option of the Company or the holder, they are or are liable to be redeemed on such terms and in such manner as the Board may determine.
5. Subject to, and in accordance with, the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as is

permitted by the Act but if there are in issue listed shares convertible into or carrying a right to subscribe for shares of the class proposed to be purchased, a purchase may not be made without prior sanction of a special resolution passed at a separate meeting of the holders of the convertible shares, to which meeting the provisions of Article 9(2) shall apply.

6. (1) Subject to the provisions of the Act, of these Articles and of any resolution of the Company, any unissued shares shall be under the control of the Board which has general and unconditional authority to allot, grant options over or otherwise deal with or dispose of any unissued share of the Company or right to subscribe for or convert any security into shares to such persons at such times and on such terms and conditions as it thinks fit, but no shares shall be issued at a discount except in accordance with the provisions of the Act.
- (2) The Company shall, if required in accordance with section 556 of the Act, within one month from allotting shares deliver to the Registrar of Companies a statement in the prescribed form containing particulars of special rights. Where the equity capital of the Company includes shares with different voting rights, the designation of each class of shares other than those with the most favourable voting rights will include the words "restricted voting" or "limited voting" or "non voting".
7. The Company may exercise all powers of paying commissions or brokerage conferred or permitted by the Act. Subject to the Act and the requirements of the UKLA or the London Stock Exchange (as the case may be), any commissions or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares, or partly in the one way and partly in the other as the Board may determine.
8. Except as required by the law or as provided by these Articles, no person shall be recognised (even when notice is given) by the Company as holding any share upon any trust and (except only as these Articles otherwise provide or as required by law) the Company shall not be bound by or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety of it in the registered holder.

VARIATION OF CLASS RIGHTS

9. (1) Subject to the Act, the rights attached to any class of shares may be modified, varied or abrogated (a) in such manner (if any) as may be provided by those rights or (b) in the absence of provision, either with the consent in writing of the holders of at least three fourths in nominal value of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of the holders of that class and then only subject to the provisions of section 633 of the Act. The rights attached to any class of share are not, unless otherwise expressly provided by these Articles or in the rights attaching to the shares of that class, deemed to be modified, varied or abrogated by the creation or issue of further shares ranking equally with every other share of that class or subsequent to them or by the purchase or redemption by the Company of its own shares in accordance with the Act and these Articles.
- (2) A separate meeting for the holders of a class of shares shall be convened and conducted as nearly as possible in the same way as a general meeting except that the necessary quorum (other than at an adjourned meeting) is two persons, present in person or by proxy, holding or representing by proxy at least one third in nominal value of the capital paid up on the issued shares of the class and, at an adjourned meeting, one person

holding shares of the class in question present in person or by proxy and any holder of shares of the class in question present in person or by proxy and entitled to vote at the meeting may demand a poll and shall be entitled on a poll to one vote for every share of that class of which he is the holder. No Member, other than a Director, is entitled to notice of a separate class meeting or to attend unless he is a holder of shares of that class and no vote may be given except in respect of a share of that class.

SHARE WARRANTS

10. The Board may issue warrants ("share warrants") with respect to fully paid up shares stating that the bearer is entitled to the shares specified and may provide by coupons or otherwise for the payment of future dividends on the shares included in the warrants. The Board may determine and vary the conditions upon which share warrants shall be issued and on which a new share warrant or coupon shall be issued in the place of one worn out, defaced or destroyed. No new share warrant or coupon shall be issued to replace one that has been lost unless it is proved to the satisfaction of the Directors to have been destroyed. The Board may determine and vary the conditions on which the bearer of a share warrant shall be entitled to receive notices of and attend and vote at general meetings or to join in requisitioning general meetings and on which a share warrant may be surrendered and the name of the holder entered in the register in respect of the relevant shares. Subject to the conditions and to these Articles, the bearer of a share warrant shall be a member to the full extent. The holder of a share warrant shall hold the warrant subject to the conditions for the time being in force with regard to the share warrants, whether made before or after the issue of the share warrant.

UNCERTIFICATED SHARES

11. (1) Subject to the provisions of the Regulations, the Board may permit shares of any class to be held in uncertificated form and to be transferred by means of a relevant system and may determine that any class of shares shall cease to be a participating security.
- (2) Shares in the capital of the Company that fall within a certain class shall not form a separate class of shares from other shares in that class because any share in that class is held in uncertificated form or is permitted in accordance with the Regulations to become a participating security.
- (3) Where any class of shares is a participating security and the Company is entitled under any provision of the Act, the Regulations or the Articles to sell, transfer, dispose of, forfeit, re-allot, accept the surrender of or otherwise enforce a lien over a share held in uncertificated form, the Company shall be entitled, subject to the provisions of the Act, the Regulations, the Articles and the facilities and requirements of the relevant system:
- (a) to require the holder of that uncertificated share by notice to change that share into certificated form within the period specified in the notice and to hold that share in certificated form so long as required by the Company;
 - (b) to require the holder of that uncertificated share by notice to give any instructions necessary to transfer title to that share by means of the relevant system within the period specified in the notice;
 - (c) to require the holder of that uncertificated share by notice to appoint any person to take any step, including without limitation the giving of any instructions by means of

the relevant system, necessary to transfer that share within the period specified in the notice; and

- (d) to take any action that the Board considers appropriate to achieve the sale, transfer, disposal of, forfeiture, re-allotment or surrender of that share or otherwise to enforce a lien in respect of it.

RIGHT TO SHARE CERTIFICATE

12. (1) Subject to the Act, a person (except a recognised person in respect of whom the Company is not required by law to complete and have ready for delivery a certificate) on becoming the holder of a share is entitled to receive within two months after allotment (or such longer period as the terms of issue shall provide) or the lodgement of transfer, without payment, one certificate for all the certificated shares of each class registered in his name. In the case of joint holders, the Company shall not be bound to issue more than one certificate to all the joint holders and delivery of a certificate to any one of joint holders shall be sufficient delivery to all of them. Where part of the shares comprised in a certificate are transferred, the Member transferring is entitled, without payment, to a certificate for his retained holding. Certificated shares of different classes may not be included in the same certificate.
- (2) Unless otherwise decided by the Board, certificates for shares or other securities (subject to the provisions of the relevant instrument) need not be executed under seal but may instead be executed on behalf of the Company by signature (whether in manuscript, mechanical or pre-printed) provided always that any such certificate shall specify the number, class and distinguishing numbers (if any) of the shares or other securities to which it relates and the amount paid up on them.
- (3) No Member shall be entitled to more than one certificate in respect of any one share held by him.
- (4) Where a Member holds two or more certificates for certificated shares of one class, the Board may at his request, on surrender of the original certificates and without charge, cancel the certificates and issue a single replacement certificate.
- (5) At the request of a Member, the Board may cancel a certificate and issue two or more in its place (representing certificated shares in such proportions as the Member may specify) on surrender of the original certificate and on payment of such reasonable sum as the Board may determine.
- (6) If any share certificate is worn out, defaced, destroyed or lost, the Board may cancel it and issue a replacement certificate on such terms as to provision of evidence and indemnity (with or without security) and to payment of exceptional out of pocket expenses incurred by the Company in the investigation of that evidence and the preparation of that indemnity and security as the Board may decide, but otherwise without charge and, where it is worn out or defaced, on delivery up of the old certificate.

LIEN

13. (1) The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of any Member, either alone or jointly, for any amount payable in respect of the share, whether presently payable or not, called or payable at a

fixed time in respect of the share. The Company's lien (if any) on a share shall extend to all amounts payable on or in respect of it, including dividends from time to time declared. The Board may resolve that any share shall for some specified period be exempt from the provisions of this Article.

- (2) Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) on that share.
- (3) For the purposes of enforcing the lien, the Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien; but no sale shall be made unless some moneys in respect of which the lien exists are presently payable and fourteen clear days have expired after a notice in writing, stating the amount and demanding payment of the moneys presently payable and giving notice of intention to sell in default, has been served on the holder of the shares or the person entitled to the shares by transmission.
- (4) To give effect to a sale, the Board may, if the shares are certificated shares, authorise a person to execute an instrument of transfer of shares in the name and on behalf of the holder or the person entitled by transmission to, or in accordance with the directions of, the purchaser. If the shares are uncertificated shares the Board may exercise any of the Company's powers under Article 11(3) to effect the transfer of the shares to, or in accordance with the directions of, the purchaser.
- (5) The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money. His title to the shares shall not be affected by any irregularity or invalidity in the proceedings relating to the sale.
- (6) The net proceeds of sale shall, after the payment of costs of the sale, be applied in or towards payment of so much of the amount in respect of which the lien exists as is presently payable. Any residue shall (whether the shares sold are certificated shares or uncertificated shares but subject to any like lien in respect of sums not presently payable as existed upon the shares prior to the sale) be paid to the holder of or to the person entitled by transmission to the shares immediately prior to the sale but in the case of certificated shares subject to the surrender to the Company for cancellation of the share certificate for the shares sold or the provision of an indemnity (with or without security) as to any lost or destroyed certificate.

CALLS ON SHARES

14. (1) Subject to the provisions of these Articles and to any conditions of allotment, the Board may make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) as it thinks fit. Each member shall (subject to being given at least fourteen clear days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place specified, the amount called on his shares. A call may be made payable by instalments. A call may be postponed and may be wholly or in part revoked as the Board may determine.
- (2) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and entry in the minute book of a resolution of the Board is conclusive evidence of the making of the call.

- (3) The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
 - (4) A person on whom a call is made shall remain liable for it notwithstanding the subsequent transfer of the share in respect of which the call is made.
 - (5) A call may be revoked or postponed in whole or in part as the Board may determine.
15. If a sum called in respect of a share is not paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest on the sum from and including the day appointed for payment to but excluding the time of actual payment at the Prescribed Rate (but the Board shall be at liberty to waive payment of interest wholly or in part) and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of the call.
 16. Any sum which by or pursuant to the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by or pursuant to the terms of issue, it becomes payable. In case of non-payment all the relevant provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
 17. Subject to the terms of allotment, the Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
 18. The Board may receive from a Member, willing to advance the same, an advance of all or any part of the money unpaid upon the shares held by him beyond the sums actually called up. The payment in advance of calls shall extinguish, to the extent of the payment, the liability upon the shares in respect of which it is advanced. The Company may pay interest upon the money received, or so much of it as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received without the consent of the Company in general meeting, at such rate not exceeding the Prescribed Rate as the Member and the Board agree.

FORFEITURE OF SHARES

19. (1) If a Member fails to pay in full any call or instalment of a call before or on the day appointed for payment the Board may, whilst any part of the call or instalment remains unpaid, serve a notice on him or on a person entitled by transmission to the share requiring payment of so much of the call or instalment as is unpaid, together with accrued interest, expenses, costs and charges incurred by the Company by reason of non-payment.
- (2) Where a forfeited share held in certificated form is to be transferred to any person the Board may authorise some person to execute an instrument of transfer of a forfeited share to the transferee. Where a forfeited share held in uncertificated form is to be transferred to any person, the Board may exercise any of the Company's powers under Article 11(3) to effect the transfer of the share to that person. The Company may receive the consideration (if any) for the share on its disposal and may register the transferee as the holder of the share.

- (3) The notice shall name a day (not earlier than fourteen clear days from the date of service) on or before which, and the place where, the payment required by the notice is to be made, and shall state that in the event of non-payment on or before the day and at the place appointed the shares on which the call was made will be liable to be forfeited.
 - (4) The Board may accept the surrender of any share liable to be forfeited. Any reference in these Articles to forfeiture shall include surrender.
20.
 - (1) If the requirements of a notice given under the preceding Article are not complied with, any share in respect of which the notice has been given may, at any time before payment of all calls, and interest and expenses, be forfeited by a resolution of the Board to that effect. The forfeiture shall include all dividends which shall have been declared and other amounts payable on the forfeited share and not paid before the forfeiture.
 - (2) If a share is forfeited, notice of the forfeiture shall be given to the person who was before the forfeiture the holder of the share or (as the case may be) the person entitled to the share by transmission and an entry that notice of the forfeiture has been given, with the relevant date, shall be made in the Register; but no forfeiture shall be invalidated by any omission to give such notice or to make such entry.
21.
 - (1) Subject to the provisions of the Act, a forfeited share and all rights attaching to it shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder or to any other person, upon such terms and in such manner as the Board thinks fit. At any time before a sale, re-allotment or disposal the forfeiture may be cancelled on such terms as the Board thinks fit. The Board may authorise some person to transfer a forfeited share.
 - (2) A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares and shall, to the extent the shares are certificated shares, surrender to the Company the certificate for the forfeited shares. He shall remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the shares, together with accrued interest payable at the Prescribed Rate. The Board may enforce payment without any allowance for the value of the shares at the time of forfeiture, or for any consideration received on its disposal.
 - (3) A statutory declaration that the declarant is a Director or the secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of those facts as against all persons claiming to be entitled to the share. The declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal shall (subject to the execution of a transfer or transfer by means of a relevant system as the case may be, if required) constitute a good title to the share. The person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any). His title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

UNTRACED MEMBERS

22.
 - (1) The Company is entitled to sell any share of a Member, or any share to which a person is entitled by transmission, if:

- (a) during a period of twelve years prior to the date of the advertisement referred to in Article 22(1)(c) (or, if published on different dates, the earlier date) at least three dividends (whether interim or final) have become payable in respect of the share to be sold and have been sent by the Company in accordance with Article 103; and
 - (b) during that period of twelve years no dividend payable in respect of the share has been claimed, no cheque, warrant, order or other payment for a dividend has been cashed, no dividend sent by means of a funds transfer system has been paid and no communication has been received by the Company from the member or the person entitled by transmission to the share; and
 - (c) the Company on or after the expiry of that period of twelve years has published advertisements both in a national newspaper and in a newspaper circulating in the area in which the last known address of the member or person entitled by transmission to the share or the address at which notices may be given in accordance with these Articles is located, in each case giving notice of its intention to sell the share; and
 - (d) during the period of three months following the publication of those advertisements (or, if published on different dates the later of the two advertisements) and after that period until the exercise of the power to sell the share, the Company has not received any communications from the Member or the person entitled by transmission to the share; and
 - (e) the Company has given notice to the London Stock Exchange of its intention to sell the share.
- (2) The Company's power of sale shall extend to any further share which, on or before the date of publication of the first of any advertisement pursuant to subparagraph (1)(c) above, is issued in right of a share to which paragraph (1) applies (or in right of any share to which this paragraph applies) if the conditions set out in subparagraphs (1)(b) to (e) are satisfied in relation to the further share (but as if the references to a period of twelve years were references to a period beginning on the date of allotment of the further share and ending on the date of publication of the first of the advertisements referred to above).
- (3) To give effect to any such sale, the Board may:
- (a) in relation to certificated shares, appoint any person to execute as transferor an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser and such instrument of transfer shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, such shares; and
 - (b) in relation to uncertificated shares, exercise any of the Company's powers under Article 11(3) to effect the transfer of the shares to, or in accordance with the directions of, the purchaser and the exercise of such powers shall be as effective as if exercised by the registered holder of, or person entitled by transmission to, such shares, and the transferee is not bound to see to the application of the purchase money and the title of the transferee is not affected by any irregularity or invalidity in the proceedings relating to the sale.
- (4) The net proceeds of sale shall belong to the Company which shall be obliged to account to the Member or other person entitled by transmission for an amount equal to such

proceeds and shall enter the name of such Member or other person in the books of the Company as a creditor for such amount.

23. (1) The Company shall account to the person entitled to the share at the date of sale for a sum equal to the net proceeds of sale and shall be deemed to be his debtor, and not a trustee for him, in respect of them.
- (2) Pending payment of the net proceeds of sale to such person, the proceeds may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company, if any) as the Board may from time to time decide.
- (3) No interest shall be payable in respect of the net proceeds and the Company shall not be required to account for any moneys earned on the net proceeds.

TRANSFERS OF SHARES

24. Subject to the restrictions in these Articles, a member may transfer all or any of his shares in any manner which is permitted by the Act.
25. (1) All transfers of shares which are held in certificated form may be effected by instrument of transfer in writing in any usual or common form or in any other form acceptable to the Board and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. The transferor is deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register in respect thereof.
- (2) All transfers of shares which are held in uncertificated form may be effected by means of a relevant system (as defined in the Regulations).
- (3) The Company shall register the transfer of any shares held in uncertificated form in accordance with the Act.
26. (1) Subject to Article 32 the Board may, the Board may refuse to register a transfer of a certificated share unless the instrument of transfer:
 - (a) is in respect of only one class of shares;
 - (b) is in favour of a single transferee or not more than four joint transferees;
 - (c) is duly stamped (if required);
 - (d) it is not in favour of a minor, infant, bankrupt or person with mental disorder; and
 - (e) is lodged at the office or such other place as the Board may decide accompanied by the certificate for the shares to which it relates (save in the case of a transfer by a recognised person to whom no certificate was issued) and such other evidence (if any) as the Board may reasonably require to prove the title of the transferor and the due execution by him of the transfer or, if the transfer is executed by some other person on his behalf, the authority of that person to do so.
- (2) The Board may in its absolute discretion and without assigning any reasons therefor, refuse to register any transfer of a certificated share which is not fully paid, provided that this discretion may not be exercised in such a way as to prevent dealings in the shares from taking place on an open and proper basis.

- (3) The Board may in circumstances permitted by the UKLA and the London Stock Exchange, disapprove the transfer of a certificated share provided that exercise of such powers does not disturb the market in the shares.
 - (4) The Board may refuse to register the transfer of an uncertificated share in any circumstances permitted by the UKLA, London Stock Exchange, the Uncertificated Securities Regulations and the rules and practices of the operator of the relevant system, provided that exercise of such powers does not disturb the market in the shares.
27. (1) No fee will be charged by the Company in respect of the registration of any transfer or probate or letters of administration or certificate of marriage or death, stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register affecting the title to any shares.
- (2) The register shall not be closed for more than thirty days in any year.
 - (3) All instruments of transfer which are registered shall, subject to Article 121, be retained by the Company, but any instrument of transfer which the Board refuses to register shall (except in case of fraud) be returned to the person depositing it.
28. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

29. In the case of the death of a Member the survivor or survivors (where the deceased was a joint holder) and the executors or administrators of the deceased (where he was a sole or only surviving holder) shall be the only persons recognised by the Company as having any title to his interest in the shares. Nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.
30. (1) Any person becoming entitled by transmission to a share in consequence of the death or bankruptcy of a member or of any event giving rise to a transmission by operation of law may, upon such evidence as to his title being produced as may be required by the Board, and subject as provided below, elect either to be registered as the holder of the share or to have some person nominated by him registered as the holder. All the provisions of these Articles relating to the transfer of shares apply to any such notice or transfer as if the event giving rise to the transmission had not occurred and the notice or transfer were executed by such Member.
- (2) If any person becoming entitled by transmission to a certificated share elects to be registered himself he shall give notice in writing to the Company to that effect. If he elects to have another person registered, and the share is a certificated share, he shall execute an instrument of transfer of the share to that person. If he elects to become holder or have another person registered and the share is an uncertificated share, he shall take any action the Board may require (including without limitation the execution of any document and the giving of any instruction by means of a relevant system) to enable himself or that person to be registered as the holder of the share.
31. (1) Save as otherwise provided by these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member or of any event giving rise to a transmission by operation of law shall be entitled to receive, and may give a discharge

for, all benefits arising or accruing on or in respect of the share, but he shall not be entitled, in respect of the share, to receive notices of or to attend or vote at meetings of the Company, or, save as stated above to any of the rights or privileges of a member until he shall have been registered as a holder of the share. Where a person becomes entitled by transmission to a share the rights of the holder in relation to that share cease.

- (2) The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and, if after sixty days the notice has not been complied with, the Board may withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

DISCLOSURE OF INTERESTS IN SHARES

32. Where notice is served by the Company under section 793 of the Act (a "section 793 notice") on a Member, or another person whom the Company knows or has reasonable cause to believe to be interested in shares held by that Member, and the Member or other person has failed in relation to any shares (the "default shares", which expression includes any shares issued after the date of the section 793 notice in right of those shares) to give the Company the information required within 14 days from the date of service of the section 793 notice, the following sanctions apply, unless the Board otherwise decides:
 - (a) the Member is not entitled in respect of the default shares to be present or to vote (either in person or by proxy) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll or to exercise other rights conferred by membership in relation to the meeting or poll; and
 - (b) where the default shares represent at least 0.25 per cent, in nominal value of the issued shares of their class:
 - (i) a dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it, and the Member is not entitled to elect, pursuant to Article 98, to receive shares instead of a dividend; and
 - (ii) no transfer of any of the default shares shall be registered unless (1) the transfer is an excepted transfer or (2) the Member is not himself in default in supplying the information required and the Member proves to the satisfaction of the Board that no person in default in supplying the information required is interested in any of the shares the subject of the transfer or (3) registration of the transfer is required by the Regulations.
33. (1) The sanctions under Article 32 cease to apply seven days after the earlier of receipt by the Company of:
 - (a) notice of registration of an excepted transfer, in relation to the default shares the subject of the excepted transfer; or
 - (b) all information required by the section 793 notice, in a form satisfactory to the Board, in relation to any default shares;and the Company may exercise any of its powers under Article 11 in respect of any default shares in uncertificated form.

- (2) Where, on the basis of information obtained from a Member in respect of a share held by him, the Company issues a section 793 notice to another person, it shall at the same time send a copy of the section 793 notice to the Member, but the accidental omission to do so, or the non-receipt by the Member of the copy, does not invalidate or otherwise affect the application of Article 32.
- (3) For the purpose of Article 32 and this Article:
 - (a) "interested" has the same meaning as that set out in sections 820 to 825 of the Act;
 - (b) reference to a person having failed to give the Company the information required by a section 793 notice, or being in default in supplying such information, includes (a) reference to his having failed or refused to give all or any part of it and (b) reference to his having given information which he knows to be false in a material particular or having recklessly given information which is false in a material particular;
 - (c) "excepted transfer" means, in relation to shares held by a Member (a) a transfer pursuant to acceptance of a takeover offer for the Company (within the meaning of section 974 of the Act); or (b) a transfer in consequence of a sale made through a recognised investment exchange (as defined in the Financial Services and Markets Act 2000) or another stock exchange outside the United Kingdom on which shares in the capital of the Company are normally traded; or (c) a transfer which is shown to the satisfaction of the Board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the Member and with any other person appearing to be interested in the shares.

The provisions of Articles 32 to 33 are in addition and without prejudice to the provisions of the Act.

STOCK

34. (1) Subject to the provisions of the Act the Company may by ordinary resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination.
- (2) Stock may be transferred in whole or in part in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near as circumstances admit; but the Directors may fix the minimum amount of stock transferable, provided that the minimum shall not exceed the nominal amount of each of the shares from which the stock arose.
- (3) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages in all respects as if they held the shares from which the stock arose; but, no rights, privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right, privilege or advantage.
- (4) The provisions of these Articles applicable to paid up shares apply to stock, and the words "share" and "member" shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

35. The Company may by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide all or any of its shares into shares of smaller amount (provided that the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived) and may by the resolution determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have any preferred or other special rights over, or may have deferred rights or be subject to any restrictions as compared with, the others as the Company has power to attach to unissued or new shares; and
 - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person.
36. If, as a result of consolidation and division or sub-division of shares, Members become entitled to fractions of a share, the Board may on behalf of the Members deal with the fractions as it thinks fit. In particular, the Board may:
- (a) sell fractions of a share to a person (including, subject to the Act, to the Company) for the best price reasonably obtainable and distribute the net proceeds of sale in due proportion amongst the persons entitled (except that if the amount due to a person is less than £3, or such other sum as the Board may decide, the sum may be retained for the benefit of the Company). Where certificated shares are to be sold, the Board may authorise a person to execute an instrument of transfer of shares to, or in accordance with the directions of, the purchaser and may cause the name of the purchaser or transferee to be entered in the Register as the holder of the shares. Where uncertificated shares are to be sold, the Board may do all acts and things it considers necessary or expedient to effect the transfer of the shares to, or in accordance with the directions of, the purchaser. The purchaser is not bound to see to the application of the purchase money and the title of the transferee to the shares is not affected by an irregularity or invalidity in the proceedings connected with the sale; or
 - (b) subject to the Act, issue to a Member credited as fully paid up by way of capitalisation the minimum number of shares required to round up his holding of shares to a number which, following consolidation and division or sub-division, leaves a whole number of shares (such issue being deemed to have been effected immediately before consolidation or sub-division, as the case may be). The amount required to pay up those shares may be capitalised as the Board thinks fit out of amounts standing to the credit of reserves (including a share premium account, capital redemption reserve and profit and loss account), whether or not available for distribution, and applied in paying up in full the appropriate number of shares. A resolution of the Board capitalising part of the reserves has the same effect as if the capitalisation had been declared by ordinary resolution of the Company pursuant to Article 35. In relation to the capitalisation the Board may exercise all the powers conferred on it by Article 35 without an ordinary resolution of the Company.

GENERAL MEETINGS

37. (1) Subject to the provisions of the Act, the annual general meeting shall be held at such time and place as the Board determines.
- (2) The Board may call a general meeting whenever it thinks fit.
- (3) A general meeting must also be convened by the Board on the requisition of members under the Act or, in default may be convened by such requisitionists, as provided by the Act.
- (4) If at any time there are not sufficient Directors capable of acting to form a quorum, any Director may convene a general meeting.
- (5) If there is no Director, any number may convene a general meeting.
- (6) In the case of a general meeting, convened on a requisition or by requisitionists, no business other than that stated in the requisition or proposed by the Board shall be transacted.
- (7) The Board shall comply with the Act regarding the giving and the circulation, on the requisition of members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Company.

NOTICE OF GENERAL MEETINGS

38. (1) Subject to the provisions of the Act, an annual general meeting shall be called by at least twenty one clear days' notice and all other general meetings of the Company shall be called by at least fourteen clear days' notice being such minimum period of notice as is prescribed under the Act.
- (2) Notice of general meetings shall be given, in the manner set out below, to such Members as are, under the provisions of these Articles, or the terms of issue of shares, entitled to receive such notices from the Company and to the Directors and to the Auditors. Every notice of meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted and, if a meeting is convened to pass a special resolution, the intention to propose the resolution as a special resolution.
- (3) Notice of every general meeting shall be given to all Members other than those who under the provisions of these Articles or under the rights attached to the shares held by them are not entitled to receive the notice, and to the Directors and to the Auditors.
- (4) Where the Company has given an electronic address in any notice of meeting, any documents or information relating to proceedings at the meeting may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice.
39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, or, in cases where instruments of proxy are sent out with the notice, the accidental omission to send an instrument of proxy to any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. (1) No business shall be transacted at any general meeting unless a quorum is present. Subject to the provisions of these Articles, two persons entitled to vote at the meeting, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member (including for this purpose two persons who are proxies or corporate representatives of the same member), shall be a quorum for all purposes. The absence of a quorum does not prevent the appointment of a chairman in accordance with these Articles which is not treated as part of the business of the meeting.
- (2) If within 15 minutes (or such longer period as the chairman may in his absolute discretion decide) from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the chairman of the meeting may decide.
- (3) If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting (or such longer period as the chairman may in his absolute discretion decide), the meeting shall be dissolved.
- (4) When a meeting is adjourned for lack of quorum the Company shall give seven clear days' notice, specifying the place, the day and the time and quorum of the adjourned meeting, but it shall not be necessary to specify in the notice the nature of the business to be transacted at the adjourned meeting.
41. (1) The Board may make any security arrangements which it considers appropriate relating to the holding of a general meeting of the Company, including, without limitation, arranging for any member or other person attending a meeting to be searched and for items of personal property which may be taken into a meeting to be restricted. A Director or the Secretary may refuse entry to a meeting to any Member or other person who refuses to comply with any such arrangements.
- (2) If it appears to the chairman that the meeting place specified in the notice convening the meeting is inadequate to accommodate all Members entitled to and wishing to attend, the meeting shall nevertheless be duly constituted and its proceedings valid provided that the chairman is satisfied that adequate facilities are available to ensure that any Member who is unable to be accommodated is nonetheless able to participate in the business for which the meeting has been convened and to hear and see all persons present who speak (whether by the use of microphones, loud speakers, audio-visual communications equipment or otherwise), whether in the meeting place or elsewhere, and similarly to be heard and seen by all other persons who are present.
42. At every general meeting of the Company the chairman (if any) of the Board, or the deputy chairman, shall preside as chairman. If at any meeting neither the chairman nor the deputy chairman is present within fifteen minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose some Director present to be chairman. If no Director is present, or if all the Directors present decline to take the chair, the Members present shall choose some Member present to be chairman.
43. (1) With the consent of any meeting at which a quorum is present the chairman may, (and shall if so directed by the meeting), adjourn the meeting from time to time (or for an indefinite period) and from place to place.

- (2) Without prejudice to any other power which he may have under these Articles or at common law, the chairman may, without the need for the consent of the meeting, interrupt or adjourn any meeting from time to time and from place to place or for an indefinite period if he is of the opinion that it has become necessary to do so in order to secure the proper and orderly conduct of the meeting, to give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting or to ensure that the business of the meeting is properly disposed of.
 - (3) No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. No Member shall be entitled to notice of an adjourned meeting or of the business to be transacted thereat except in the cases specified in Articles 43(4) and 43(5).
 - (4) Where a meeting is adjourned under this Article indefinitely, the time and place for the adjourned meeting shall be fixed by the Board.
 - (5) When a meeting is adjourned for fourteen days or more or for an indefinite period, not less than seven days' notice of the adjourned meeting shall be given as in the case of the original meeting and the general nature of the business to be transacted.
44. The chairman shall take such action as he thinks fit to promote the orderly conduct of general meetings. The decision of the chairman on points of order, matters of procedure or arising incidentally out of the business of the meeting shall be final and conclusive, as shall be his determination, in good faith, whether any point or matter is of such a nature.
45. (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded:
- (a) by the chairman; or
 - (b) the Directors; or
 - (c) by not less than five Members present in person or by proxy having the right to vote at the meeting; or
 - (d) by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (e) by a Member or Members present in person or by proxy holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (2) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll and to vote on a poll (in accordance with section 329 of the Act) and to vote on a resolution or other business which may properly come before the meeting or meetings for which it is given as the proxy thinks fit but will have no further right to speak at the meeting except with the permission of the chairman.
 - (3) If a poll is properly demanded (and the demand is not withdrawn), it shall be taken in such manner as the chairman directs (including the use of ballot or voting papers or

tickets) and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may, in the event of a poll, appoint scrutineers (who need not be Members) and may fix some place and time for the purpose of declaring the result of the poll. The result of a poll is deemed to be the resolution of a meeting at which the poll is demanded.

- (4) A poll demanded on a resolution to elect a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken forthwith or at such time and place as the chairman directs not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and date at which the poll is to be taken.
 - (5) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
 - (6) A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and the demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 46.
- (1) If any votes are counted which ought not to have been counted, or might have been rejected, or if any votes are not counted which ought to have been counted the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, or at any adjourned meeting, and it is in the opinion of the chairman of the meeting of sufficient magnitude to vitiate the result of the voting.
 - (2) A special resolution may be amended by ordinary resolution if the chairman of the meeting proposes the amendment of the general meeting at which the resolution is to be proposed and the amendment does not go beyond what is necessary to correct a clear error in the resolution.
 - (3) An ordinary resolution may be amended if written notice of the terms of the proposed amendment and of the intention to move the amendment have been delivered to the Company at the office at least 48 eight hours before the time for holding the meeting or the adjourned meeting at which the ordinary resolution in question is proposed and the proposed amendment does not, in the reasonable opinion of the chairman materially alter the scope of the resolution or the chairman of the meeting, in his absolute discretion, decides that the proposed amendment may be considered or voted on.
 - (4) With the consent of the chairman, an amendment may be withdrawn by its proposer before it is voted on. If an amendment proposed to any resolution under consideration is ruled out of order by the chairman, the proceedings on the resolution shall not be validated by any error in the ruling.
 - (5) Unless a poll is duly demanded (and the demand is not withdrawn), a declaration by the chairman that a resolution has been carried on a show of hands, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of general meetings

shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (6) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to the votes he is entitled to as a Member. The chairman shall not be obliged to exercise his casting vote in any particular way or at all.

VOTES OF MEMBERS

47. Subject to any special rights or restrictions as to voting attached to any share or in accordance with these Articles:
- (a) on a show of hands every Member who is present in person and entitled to vote shall have one vote and every proxy who has been duly appointed by a Member entitled to vote, has one vote; and
- (b) on a poll every Member who is present in person or by proxy and entitled to vote shall have one vote for every share of which he is the holder.
48. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register.
49. If a Member is a person with a mental disorder or otherwise incapacitated he may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis guardian or other person appointed by the court (who may on a poll vote by proxy) provided that such evidence as the Board may require of the authority of the person claiming to exercise the right to vote shall have been deposited at the office or other place or electronic address specified in accordance with the Articles for the deposit of instruments of proxy not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the vote is to be exercised.
50. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of members of the Company. The authorised person(s) shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and the corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if an authorised person(s) is present at it. The secretary may require the person authorised to represent a corporation to produce a certified copy of the resolution appointing him.
51. No Member shall, unless the Board otherwise determines, be entitled in respect of a share held by him to be counted in the quorum or to vote at any general meeting either in person or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of that share have been paid.
52. No objection shall be raised to the admissibility or qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed shall be valid for all purposes. Any objection made in due time shall be referred to

the chairman of the meeting and only invalidates the decision of the meeting or any resolution if the chairman decides the same is of sufficient magnitude to affect the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

53. On a poll votes may be given either in person or by proxy. A Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
54.
 - (1) A proxy need not be a Member and a Member may appoint one or more than one person to act as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. References in these Articles to the appointment of a proxy, include references to the appointment of multiple proxies. Deposit of an instrument of proxy does not prevent a Member from attending and voting in person at the meeting or an adjournment or on a poll. An instrument of proxy is (unless the contrary is stated in it) valid for an adjournment of the meeting as well as for the meeting or meetings to which it relates. An instrument of proxy is valid for 12 months from the date of execution.
 - (2) If a Member appoints more than one person to act as his proxy the instrument appointing each proxy shall specify the shares held by the Member in respect of which each proxy is to vote and no Member may appoint more than one proxy (save in the alternate) to vote in respect of any one share held by that Member. When two or more valid instruments of proxy are delivered for the same share for use at the same meeting, the one which is last validly delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which if any of such two or more valid instruments of proxy was last received, none of them shall be treated as valid in respect of that share.
55. The instrument appointing a proxy shall be in writing in any usual or common form, or such other form as may be approved by the Board and shall be executed by the appointor, or by his duly authorised attorney, in writing. If the appointor is a corporation the instrument shall either be executed under its seal or be under the hand of an officer or attorney or other person authorised to sign. The Directors may require evidence of such authority of such officer or attorney authorised in writing.
56.
 - (1) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of it notarially certified or certified by it in some other way approved by the Board:
 - (a) in the case of an appointment in hard copy form shall be deposited at the office (or at such other place as may be specified in the notice concerning the meeting or in any instrument of proxy sent out by the Company in relation to the meeting) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting or taking of a poll at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in electronic form, where an electronic address has been specified in the notice convening the meeting or in any form of appointment of proxy sent out by the Company in relation to the meeting or in any invitation to appoint a proxy issued by the Company in relation to the meeting, received at such electronic address not less than 48 hours before the time fixed for holding the meeting or adjourned meeting or the taking of a poll at which the person named in the appointment proposed to vote; or

- (c) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, received not less than 24 hours (or such shorter time as the board may determine) before the time fixed for the taking of the poll; or
 - (d) in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, shall be deposited, at the meeting at which the poll is demanded, or as the case may be, at the original meeting, to the chairman of the meeting or the Secretary or any Director or as directed at the meeting.
 - (e) The Board may also allow an appointment of proxy to be sent or supplied in electronic form subject to any conditions or limitations as the Board may specify, and where the Company has given an electronic address in any instrument of proxy or invitation to appoint a proxy, any document or information relating to proxies for the meeting may be sent by electronic means to that address, subject to any condition or limitations specified in the relevant notice of meeting.
 - (f) An instrument of proxy not deposited or delivered in accordance with this Article is invalid. The Board may specify in the notice convening the meeting that in determining the time for receipt of proxies under this Article, no account shall be taken of any part of a day that is not a working day.
 - (g) In this Article, "electronic address" includes in the case of any uncertified proxy instructions permitted, pursuant to Article 56(2), an identification number of a participant in the relevant system concerned.
- (2) Without limiting the foregoing, in relation to any shares which are held in uncertificated form, the Board may from time to time permit appointments of a proxy to be made by means of an electronic communication in the form of an "uncertificated proxy instruction", (that is, a properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system concerned and received by such participant in that system acting on behalf of the Company as the Board may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Board (subject always to the facilities and requirements of the relevant system concerned)); and may in a similar manner permit supplements to, or amendments or revocations of, any such uncertified proxy instruction to be made by like means. The Board may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Board may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.
- (3) In the case of an instrument signed by an agent of a Member who is not a corporation, there shall also be deposited, in the manner set out in paragraph (1) above, the authority under which the instrument is signed or an office copy of it certified in accordance with section 3 of the Powers of Attorney Act 1971.
- (4) In the case of an instrument signed by an officer or other agent of a corporation, the Board may also require there to be deposited, in the manner set out in paragraph (1) above, the authority under which the instrument is signed, or a notarially certified copy of

it. or such other authorities or documents as shall be specified in the notice of the relevant meeting or in any instrument of proxy issued by the Company in connection with the relevant meeting.

- (5) The Board may decide, either generally or in any particular case, to treat an instrument of proxy or any of the documents required under paragraph (2) or (3) above as properly deposited for the purposes of this Article if a copy of the instrument or other documents is sent by facsimile process to the office (or to such other place as may be specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting).
 - (6) The instrument appointing a proxy is deemed (unless the contrary is stated in it) to confer authority to demand or join in demanding a poll and to vote on a resolution or other business which may properly come before the meeting or meetings for which it is given as the proxy thinks fit.
 - (7) If two or more valid but differing instruments of proxy are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share and if the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of that share.
 - (8) Subject to the Act the Board may at the expense of the Company send to all or one of the Members, by post or otherwise, instruments of proxy (with or without provision for their return prepaid) for use at any general meeting or at any separate meeting of the holders of any class of shares of the Company either in blank or nominating in the alternative any one or more of the Directors or any other persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the invitations are issued at the Company's expense, they shall be issued to all (and not to some only) of the Members entitled to be sent a notice of and to vote at the meeting by proxy. If sent the proxy shall provide for two-way voting (without prejudice to the right to abstain) on all resolutions set out at the notice of meeting.
57. A vote given or poll demanded by proxy or by a representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll or (until entered in the register) the transfer of the share in respect of which the appointment of the relevant person was made unless notice of the termination was received at the office (or at such other place at which the instrument of proxy was duly received) or where the appointment of the proxy was contained in an electronic communication at the electronic address at which such appointment was duly received at least one hour before the time fixed for holding the relevant meeting or adjourned meeting or, in the case of a poll not taken on the same day as the meeting or adjourned meeting, before the time fixed for taking the poll.

DIRECTORS

58. (1) Unless and until otherwise determined by the Company by ordinary resolution and subject to Article 73, the number of Directors shall be not more than 12 and not less than three.
- (2) If the number of Directors is reduced below the minimum number fixed by these Articles or decided by the Company by ordinary resolution, the continuing Directors or Director

may act only for the purpose of appointing an additional Director or Directors to make up that minimum or convening a general meeting of the Company for the purpose of making such appointment. If no Director or Directors is or are able or willing to act, two Members may convene a general meeting for the purpose of appointing Directors. An additional Director appointed in this way holds office (subject to the Articles) only until the dissolution of the next annual general meeting after his appointment unless he is reappointed during the meeting.

59. A Director shall not require a share qualification but shall nevertheless be entitled to attend and speak at any general meeting or at any separate meeting of the holders of any class of shares.
60. In accordance with the requirements of the Employment Equality (Age) Regulations 2006, no Director shall be required to retire from office as a Director and no person shall be precluded from being appointed or elected as a Director by reason of his attaining or having attained the age of seventy years or any other age. No special notice need be given of any resolution for the appointment or reappointment or approving the appointment as a Director of a person who has 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 or reappointed as a Director.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

61. (1) Subject to these Articles, the Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not exceed any maximum number fixed by or in accordance with these Articles.
- (2) No person other than a Director retiring at the meeting shall be eligible for appointment to the office of a Director at any general meeting unless he is recommended by the Board for appointment or, not less than seven nor more than 42 clear days before the day appointed for the meeting (other than the person to be proposed), there is given to the Company notice in writing by some Member, duly qualified to be present and vote at the meeting for which the notice is given, of his intention to propose the person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.
62. At a general meeting a motion for the appointment of two or more persons as Directors by a single resolution is void unless an ordinary resolution that it shall be made has been first agreed to by the meeting without any vote being given against it. A motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.
63. (1) The Board may appoint any person to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles.
- (2) Subject to the provisions of the Act and of these Articles, any Director so appointed by the Board shall hold office only until the conclusion of the next annual general meeting following his appointment, unless reappointed during that meeting. A Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

64. (1) Subject to the provisions of these Articles one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office at the annual general meeting in every year; but if in any year the number of Directors who are subject to retirement by rotation is two, one Director shall retire, and, if in any year there is only one Director who is subject to retirement by rotation, he shall retire. A Director retiring at a meeting shall retain office until the dissolution of the meeting.
- (2) The Directors to retire by rotation at each annual general meeting shall include any Director who wishes to retire and not to offer himself for re-appointment and (to the extent that the number of the Directors required to retire under this Article exceeds the number of Directors so retiring) shall be the Directors who, at the date of the notice of the meeting, have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot and for this purpose all Directors who were appointed for the first time by the Board shall be deemed to have become Directors on the same day.
- (3) At the annual general meeting at which a Director retires by rotation, the Company may fill the vacated office and the retiring Director, if willing to act, shall be eligible for re-election.
65. Without prejudice to the provisions of the Act, the Company may by ordinary resolution, remove a Director before the expiration of his period of office (but without prejudice to any claim for damages for breach of any contract relating to his services) and may, by ordinary resolution, appoint another person willing to act in his place. The person appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director who was removed was last appointed or reappointed as Director.
66. The office of a Director shall be vacated if:
- (1) he resigns his office by notice in writing (signed by him or his duly authorised attorney) to the Company delivered to the Secretary at the office or tendered at a Board meeting and the resignation is not prohibited by the terms of any service agreement between him and the Company; or
- (2) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or applies to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act; or
- (3) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (4) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (5) he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) has not attended in his place, and the Board resolves that his office be vacated; or

- (6) he ceases to be a Director by virtue of any provision of the Act or pursuant to these Articles; or
 - (7) he becomes prohibited by law from being a Director; or
 - (8) he is requested to resign by written notice signed by all the other Directors served upon him; but, if he holds an executive office the removal shall be deemed an act of the Company and shall have effect without prejudice to any claim he may have for damages for breach of contract.
67. A resolution of the Board declaring a Director to have vacated office under the terms of this Article is conclusive as to the facts and grounds of vacation stated in the resolution.
68. (1) The Board may appoint any one or more of their body to be the holder of any executive office on such terms as they think fit and may revoke or vary the appointment. Any revocation or termination of the appointment shall be without prejudice to any claim for breach of any contract between the Director and the Company.
- (2) An executive Director shall be entitled to such remuneration and other benefits as the Board may determine subject to the Act. For the avoidance of doubt, in this Article, the expression "the Board" includes a quorum of Directors assembled at a duly convened meeting of Directors or any committee authorised by the Board to act on its behalf.
- (3) A Director appointed as chief executive or to any other executive office shall automatically cease to hold that office if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company. A Director appointed to any other executive office shall not automatically cease to hold that office if he ceases to be a Director unless the contract or any resolution under which he holds office expressly states that he shall, in which case that cessation shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

69. (1) Any Director (other than an alternate Director) may by notice delivered to the secretary at the office at any time appoint any other Director, or any other person approved by the Board, to be an alternate Director and may at any time remove from office any alternate Director so appointed by him. No appointment of an alternate Director who is not a Director is effective until his consent to act as an alternate Director is received by the secretary at the office in the form prescribed by the Act. An alternate Director shall not be required to hold any share qualification and is not counted for the reckoning of the number of Directors in Article 58.
- (2) Subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him, an alternate Director shall be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of the appointor. A Director acting as an alternate Director has a separate vote at meetings of the Board and committees of the Board for each Director for whom he acts as an alternate Director but he counts for only one for the purposes of determining if a quorum is present.

- (3) An alternate Director shall ipso facto cease to be an alternate Director on the happening of any event which, if he were a Director, would cause him to vacate the office or if his appointor ceases for any reason to be a Director; but if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which the retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not retired. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the Director making or revoking the appointment sent to or left at the office.
- (4) Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible to the Company for his own acts and defaults. He shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him to such extent as is agreed between the alternate Director and the Director appointing him.

REMUNERATION OF DIRECTORS

70. (1) The Directors shall be entitled to fees to be paid out of the funds of the Company at such rate or rates as may from time to time be determined by the Board; but the aggregate fees of the Directors shall not exceed £250,000 per annum, or such greater sum as may from time to time be determined by the Company by ordinary resolution. Such fees shall be in addition or instead of the remuneration of any executive Director (or the fee payable to any person providing the services of a Director). The Company by ordinary resolution may also vote extra fees to the Directors. Fees payable to Directors shall (unless otherwise determined by the resolution by which they are voted) be divided between the Directors as they may agree or, failing agreement, equally. The Directors' fees shall be deemed to accrue from day to day.
- (2) The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company or any member of the Group or in attending and returning from meetings of the Directors or of committees of the Directors or general meetings of any member of the Group.
71. (1) Any Director who serves on any committee or who devotes special attention to the business of the Company or any member of the Group, or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, participation in profits or otherwise as the Board may determine. For the avoidance of doubt, in this Article the expression "the Board" includes a quorum of Directors assembled at a duly convened meeting of Directors or any committee authorised by the Directors to act on their behalf.
- (2) Any contract of employment entered into by a Director with the Company shall not include a term that it is to be for a period exceeding five years unless the term is first approved by ordinary resolution.

POWERS OF THE BOARD

72. (1) The business of the Company shall be managed by the Board which may exercise all the powers of the Company which are not by the Act or by these Articles required to be exercised by the Company in general meeting but subject to the provisions of these

Articles and of the Act in general meeting and to such directions, whether or not inconsistent with these Articles, as may be prescribed by the Company in general meeting. No direction and no alteration of these Articles shall invalidate any prior act of the Board which would have been valid if the direction or alteration had not been given or made. The matters to which the Directors shall have regard in the performance of their functions shall include the interests of the Company's employees in general as well as the interests of its Members. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

- (2) The Board 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 and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
 - (3) If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Board may delegate to the person in whose favour the mortgage or security is executed, or to any other person in trust for him, the power to make calls on the Members in respect of the uncalled capital, and to sue in the name of the Company or otherwise for the recovery of sums becoming due in respect of calls made and give valid receipts for the same. The power shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors and may be expressed to be assignable.
73. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling any vacancies in their body or of summoning general meetings of the Company but not for any other purpose. If there are no Directors or Director able or willing to act, then any two Members may summon a general meeting for the purpose of appointing Directors.
74. (1) The Board may establish any councils, committees, local Boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere. They may appoint any persons to be members of the local Boards, committees, councils or agencies or to be managers or agents, and may fix their remuneration. They may delegate to any council, committee, local Board, manager or agent any of the powers, duties, authorities and discretions vested in them with power to sub-delegate, and may authorise the members of any local Board to fill any vacancies, and to act notwithstanding vacancies. The appointment or delegation may be made upon such terms and subject to such conditions as the Board thinks fit. The Board may remove any person, and may annul or vary any delegation. If the powers of the Board are delegated to a committee which includes persons other than Directors the number of Directors shall always be more than half the total number of members of the committee. No resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. If the powers of the Directors are delegated or sub-delegated to a committee which consists wholly of Directors no resolution of the committee shall be effective unless at least two Directors are present at the meeting.
- (2) The Board may appoint (whether by power of attorney or otherwise) any person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to

be the agent of the Company for the purposes and with the powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors) for the period and subject to the conditions as they think fit. The appointment may contain such provisions for the protection and convenience of persons dealing with the agent as the Directors think fit, and may also authorise the agent to sub-delegate all or any of the powers, authorities and discretions vested in him.

75. Where a provision of the Articles refers to the exercise of a power, authority or discretion by the Board and that power, authority or discretion has been delegated by the Board to a committee the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.
76. The Directors may appoint any person (not being a Director) to any office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company that designation or title and may terminate the appointment or the use of the designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment shall not imply that the person is, or is deemed to be, empowered in any respect to act as a Director of the Company for any of the purposes of the Act or these Articles.
77. (1) The Board may establish, maintain, participate in or contribute to or procure the establishment or maintenance of, participation in or contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of or who have at any time been Directors of the Company or of any company which is or was a member of the Group or any of their predecessors in business (and for any member of his family, including a spouse or former spouse or a person who is or was dependent on him). Any Director or former Director shall be entitled to participate in and retain for his own benefit any such donations, gratuities, pensions, allowances, benefits or emoluments. The Board may arrange for this to be done by the Company either alone or in conjunction with any other person.
- (2) Subject to the Act, the Board may establish and maintain any employees' share scheme, share option or share incentive scheme and establish and (if any such scheme so provides) contribute to any scheme for the purchase by or transfer, allotment or issue to trustees of shares in the Company or its holding company to be held for the benefit of employees (including Directors) of the Company and lend money to such trustees or employees to enable them to purchase such shares.

DIRECTORS' INTERESTS

78. (1) Subject to the Act and to these Articles:
- (a) no Director or intending Director shall be disqualified from his office if he enters into or is otherwise interested in a contract, arrangement or transaction with the Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise;
- (b) no contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, shall be liable to be avoided;

- (c) unless otherwise agreed no Director contracting with the Company or being interested in any contract or arrangement with the Company shall be liable to account to the Company for any profit realised or remuneration by the contract or arrangement, by reason of his being a Director or by reason of his fiduciary relationship; and
 - (d) no Director shall infringe his duty to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict with the interest of the Company as a result of any such office, employment, contract, arrangement, transaction or proposal or interest.
 - (2) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director and a Director and any firm in which he is interested may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Board may determine provided that no Director or any such firm may act as auditor to the Company.
79. Any Director may continue to be or become a Director or other officer or member of, or otherwise interested in, any other company promoted by the Company or in which the Company may be interested, as a Member or otherwise, or which is a holding company (as defined in section 1159 of the Act) of the Company or a subsidiary of the holding company. Subject to any express agreement to the contrary between the Directors and the Company, no Director shall be accountable for any remuneration or other benefits received by him as a Director or other officer or member of, or from his interest in, the other company. The Directors may exercise the voting power conferred by the shares of any other company held or owned by the Company or exercisable by them as Directors of the holding company or subsidiary in such manner as the Board thinks fit (including voting in favour of any resolution appointing any of them Directors or other officers of the company, or voting or providing for the payment of remuneration to the Directors or other officers of the Company).
80. (1) Without prejudice to the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in a contract, arrangement, transaction or proposal with the Company shall declare the nature of his interest at a meeting of the Board. Declaration shall be made at the meeting of the Board at which the question of entering into the contract, arrangement, transaction or proposal is first taken into consideration or, if the Director was not at the date of that meeting interested in the contract, arrangement, transaction or proposal, at the next meeting of the Board held after he becomes interested. In a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after the Director becomes interested. In a case where the Director is interested in a contract, arrangement, transaction or proposal which has been made before he was appointed a Director, the declaration shall be made at the first meeting of the Directors held after he is so appointed.
- (2) A general notice given to the Directors by any Director to the effect that:
- (a) he is a member of any specified company or firm and is to be regarded as interested in any contract, arrangement, transaction or proposal which may, after the date of the notice, be made with that company or firm; or

- (b) he is to be regarded as interested in any contract, arrangement, transaction or proposal which was or may after the date of the notice be made with a specified person who is connected with him;

shall (if the Director gives the notice at a meeting of the Directors or takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest.

81. (1) A Director shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his own appointment (including fixing or varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each Director and in that case each of the Directors concerned (if not otherwise debarred from voting under this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his own appointment or the termination of his own appointment.
- (2) A Director shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any contract or arrangement or transaction or other proposal in which he and/or any person connected with him has an interest which is to his knowledge a material interest and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:
- (a) any contract or arrangement in which he is interested by virtue of an interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
 - (b) the giving of any guarantee, security or indemnity in respect of:
 - (i) money lent or obligations incurred by him or by any other person at the request of, or for the benefit of the Company or any of its Subsidiary Undertakings; or
 - (ii) a debt or obligation of the Company or any of its Subsidiary Undertakings for which he himself has assumed responsibility in whole or in part (either alone or jointly with others) under a guarantee or indemnity or by the giving of security;
 - (c) any issue or offer of shares, debentures or other securities of the Company or any of its Subsidiary Undertakings for subscription or purchase in respect of which he is or may be entitled to participate in his capacity as a holder of any such securities or as an underwriter or sub-underwriter;
 - (d) any contract arrangement, transaction or proposal concerning any other company in which he and any persons connected with him do not to his knowledge hold an interest in shares (within the meaning of sections 783-785, 788, 792, 808, 810, 819, 820, 822, 824, 825 and 828 of the Act) representing one per cent or more of

any class of the equity share capital of that company or of the voting rights available to members of that company;

- (e) any arrangement, transaction or proposal for the benefit of employees of the Company or any of its subsidiary undertakings which does not accord to him any privilege or benefit not generally accorded to the employees to whom the arrangement relates;
- (f) the purchase or maintenance of insurance for the benefit of Directors or for the benefit of persons including Directors; and
- (g) any pension or superannuation scheme approved by the Inland Revenue of which he or any connected person is or is proposed to become a member or participant.

For the purpose of this paragraph a person is a "connected person" in relation to a Director if that person is deemed to be connected with that Director within the meaning of section 252 of the Act.

- (3) In the case of an alternate Director, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has.
- (4) If any question shall arise at any meeting as to the materiality of an interest of a Director (other than the chairman) or as to the entitlement of a Director (other than the chairman) to vote which is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting. His ruling in relation to any other Director shall be final and conclusive except in a case where the nature of the interests of the Directors concerned have not been fairly disclosed. Any question relating to the chairman shall be referred to the deputy chairman (or in the absence of a deputy chairman to the other Directors present) of the meeting and his (or their majority ruling) ruling shall be final and binding except as mentioned.
- (5) The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

AUTHORISATION OF CONFLICTS

82. The Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

- (1) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties); and
- (2) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and without prejudice to the generality of Article 82(1) may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with either before or at the time that such a conflict of interest arises,

provided that the authorisation is only effective if:

- (1) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and
 - (2) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
83. If a matter, or office, employment or position, has been authorised by the Directors in accordance with this Article then (subject to such terms and conditions, if any, as the Directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the permissions set out below):
- (1) the Director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position;
 - (2) the Director may absent himself from discussions, whether in meetings of the Directors or otherwise, and exclude himself from information, which will or may relate to that matter, or that office, employment or position;
 - (3) a Director shall not, by reason of his office as a Director of the Company, be accountable to the Company for any benefit which he derives from any such matter, or from any such office, employment or position.

PROCEEDINGS OF DIRECTORS

84. The Board shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
85. Notice of a Board meeting or committee meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or given in writing or in a similar way to him at his last known address, electronic mail address or facsimile number or any other address, electronic mail address or facsimile number given to him by the Company for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings and committee meetings shall during his absence be given in writing or in a similar way to him (or his alternate) at an address, electronic mail address or facsimile number given by him to the Company for this purpose, but if no such request is made it shall not be necessary to give notice of a Board meeting or committee meeting to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively. Neither the accidental failure to give notice of a meeting nor non-receipt shall invalidate the meeting or any resolution passed or business transacted at such meeting.
86. (1) All or any one or more of the Directors or his alternate Director, or any of the members of a committee of Directors, may participate in a meeting of the Directors or the committee:
- (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; or

- (b) by a succession of telephone calls to Directors from the chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. The meeting shall be deemed to have occurred, in the case of (a) above, at the place where most of the Directors participating were present or, if there was no such place where the chairman of the meeting was present and, in the case of (b) above, where the chairman of the meeting is present.

- (2) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be two persons present in person or by an alternate. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote but shall be counted in the quorum present in relation to all other matters or resolutions considered or voted on at the meeting. Subject to these Articles, any Director who ceases to be a Director at a board meeting may continue to be present and to act as a Director and be counted in the quorum until the end of the board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
 - (3) Questions arising at a meeting shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled, in the absence of the Director whom he is representing, to a separate vote on behalf of that Director in addition to his own vote.
87. (1) The Board may elect from its number, and remove, a chairman and a deputy chairman and determine the period for which they are to hold office.
- (2) The chairman, or in his absence some other Director nominated by him in writing, shall preside at all meetings of the Directors, but if a chairman is not elected, or if at any meeting neither the chairman nor the nominated Director is present within five minutes after the time appointed for holding it, or if neither of them is willing to act as chairman, the Directors present may choose one of their number to be chairman of the meeting.
88. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors and not being less than a quorum or by all members or a committee, shall be as effective as a resolution passed at a meeting of the Directors (or a committee as the case may be) duly convened and held, and may consist of several documents in the same form each signed by one or more of the Directors.
89. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
90. (1) The Directors may delegate any of their powers, duties, discretion and/or authorities to committees consisting of such members or member of their body as they think fit. A committee shall in the exercise of the delegated powers conform to any regulations that may be imposed on it by the Directors.
- (2) The meetings and proceedings of committees consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

91. All acts done bona fide by any meeting of Directors, or of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any or more of them or that they or any of them were disqualified, or that he or they had vacated office, or was or were not entitled to vote, be as valid as if he or they had been duly appointed and was or were qualified and had continued to be a Director and had been entitled to vote.
92. The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

MINUTES

93. (1) The Board shall cause minutes to be made:
- (a) of all appointments of officers and committees made by the Directors;
 - (b) of the names of the Directors present at each meeting of Directors and of any committee;
 - (c) of all resolutions and proceedings at all meetings of the Company, of the Directors and of committees.
- (2) A minute, if purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting, shall be conclusive evidence of the proceedings.

SECRETARY

94. (1) The Secretary or joint secretaries shall be qualified in accordance with the provisions of the Act and shall be appointed and may be removed by the Board on such terms as it thinks fit.
- (2) Anything by the Act or these Articles required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; but any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

SEALS

95. (1) A seal may be used only by the authority of a resolution of the Board or of a committee authorised in that behalf by the Directors. The Board may make such regulations as it thinks fit (subject to the provisions of these Articles in relation to share and debenture certificates) determining the identities and the number of the persons who shall sign every instrument to which a seal is affixed (or, in the case of a share or other security certificate, on which the seal may be printed) either generally or in relation to a particular type of instrument. The Board may also decide, either generally or in a particular case, that a signature may be dispensed with or applied by mechanical means.

- (2) Unless otherwise decided by the Board, certificates for shares, debentures or other securities of the Company (subject to the provisions of the relevant instrument) need not be signed, or if signed, a signature may be applied by mechanical or other means or may be printed and every other instrument to which a seal is affixed shall be signed by one authorised person in the presence of a witness who attests the signature and for this purpose an authorised person is any Director or the Secretary.
96. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or holders of a class of shares or the Board or any committee of the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts as true copies or extracts.

REGISTERS

REGISTER OF DIRECTORS' INTERESTS

97. (1) The register of Directors' interests shall be kept in accordance with the Act and shall be open to the inspection of any Member or of any other person between the hours of 10am and noon on each day during which the same is bound to be open for inspection pursuant to the Act. The said register shall be produced at the commencement of each annual general meeting and shall remain open and accessible during the continuance of the meeting to any person attending such meeting.

OTHER REGISTERS

- (2) The register of Directors and Secretaries, the register of charges, the Register, the register of interests in shares, any overseas branch register and all other associated registers and indices shall be kept in accordance with the Act and the fee to be paid by a person other than a creditor or Member for each inspection of any register is the maximum sum prescribed by the Act or, failing which, decided by the Board.

DIVIDENDS

98. (1) The profits of the Company available for distribution and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company may by ordinary resolution declare dividends accordingly.
- (2) No dividend or interim dividend shall be payable otherwise than in accordance with the provisions of the Act and no dividend shall exceed the amount recommended by the Board.
- (3) Subject to any preferential or other special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares (otherwise than in advance of calls) in respect of which the dividend is declared and paid. All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, it shall rank (subject to the provisions of the Act) for dividend accordingly. No amount paid up on a share in advance of a call may be treated as paid up for the purposes of this Article.

99. (1) The Board may, with the prior authority of an ordinary resolution, offer the shareholders or any class of them (other than those not entitled to the relevant dividend or dividends) the right to elect to receive ordinary shares, credited as fully paid, in whole or in part, in such manner as they may think fit, in lieu of cash in respect of all (or some part) of any dividend specified by the resolution (a "scrip dividend") in accordance with the following provisions in this article.
- (2) The ordinary resolution may specify a particular dividend (whether or not already declared) or may specify all or any dividends declared within a specified period, but such period may not end later than the beginning of the fifth annual general meeting after the date of the meeting at which the ordinary resolution is passed.
- (3) The entitlement of each shareholder to new ordinary shares shall be such that their Relevant Value (including any financial entitlement) shall be as nearly as possible equal to (but not in excess of) the cash amount that he would have received by way of dividend (disregarding the amount of any associated tax credit).
- (4) For the purpose of paragraph (3), the "Relevant Value" of a share shall be:
- (a) calculated by reference to the average of the middle market quotations for the Company's ordinary shares on AIM, on the day on which the ordinary shares are first quoted "ex" the relevant dividend and the four subsequent dealing days; or
- (b) in such other manner as may be determined by or in accordance with the ordinary resolution [but shall never be less than the par value of the new ordinary share. A certificate or report by the Auditors as to the amount of the Relevant Value in respect of any dividend shall be conclusive evidence of that amount.]
- (5) The Board, after determining the basis of allotment, shall notify the relevant shareholders in writing of the right of election offered to them and shall send, with or following the notification, forms of election and specify the procedure to be followed and the place at which and the latest time by which duly completed forms of election must be lodged in order to be effective. The Board may also send forms under which shareholders may elect to receive ordinary shares instead of cash in respect of the relevant dividend and in respect of future dividends not yet declared or resolved (and accordingly in respect of which the basis of allotment has not been determined).
- (6) The dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on shares in respect of which the election has been duly made ("the elected shares") and in its place additional ordinary shares shall be allotted to the holders of the elected shares on the basis of allotment specified. The Board may capitalise, out of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the Board may determine, a sum equal to the aggregate nominal amount of the additional ordinary shares to be allotted on such basis and apply the sum in paying up in full the appropriate number of unissued ordinary shares for allotment and distribution to and amongst the holders of the elected shares. A resolution of the Board capitalising the reserves has the same effect as if the capitalisation had been declared on an ordinary resolution of the Company and the Board may exercise the powers conferred in Article 99 without an ordinary resolution.

- (7) The additional ordinary shares shall rank pari passu in all respects with the fully paid ordinary shares then in issue save only as regards participation in the relevant dividend.
 - (8) In relation to any particular proposed dividend the Board may withdraw the offer previously made to ordinary shareholders to make an election at any time prior to the allotment of the additional ordinary shares.
 - (9) The Board may in its absolute discretion decide that the right to elect for any scrip dividend shall not be made available to members resident in any territory where, in the opinion of the Board, compliance with local laws or regulations would be unduly onerous.
 - (10) The Board may do all acts and things as it considers necessary or expedient to give effect to the provisions of a scrip dividend and the issue of any shares in accordance with the provisions of this Article, and may make such provisions as it thinks fit for the case of shares becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than to the member concerned). To the extent that the entitlement of any holder of shares in respect of any dividend is less than the value of one new share (as determined for the basis of any scrip dividend) the Board may also from time to time establish or vary a procedure for such entitlement to be accrued and aggregated with any similar entitlement for the purposes of any subsequent scrip dividend.
100. Subject to the provisions of the Act and of these Articles the Directors may declare and pay to the Members such interim dividends as appear to them to be justified by the distributable profits of the Company. If the share capital of the Company is divided into different classes, the Directors may pay interim dividends in respect of those shares which confer deferred or non-preferred rights unless any preferential dividend is in arrears, as well as in respect of those shares which confer preferential rights with regard to dividend. The Directors may also pay half-yearly, or at other suitable intervals to be settled by them, any fixed rate dividend if they are of the opinion that the distributable profits justify the payment. If the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any loss that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.
101. (1) The Company may pay any dividend, interest or other amount payable in cash in respect of any share by cheque, dividend warrant or money order or by direct debit or a bank or other funds transfer system or by such other method as the holder or joint holders of the share in respect of which the payment is made may in writing direct. In respect of uncertificated shares, where the Company is authorised to do so by or on behalf of the holder or joint holders in such manner as the Company shall from time to time consider sufficient, the Company may also pay any such dividend, interest or other amount by means of the relevant system concerned (subject always to the facilities and requirements of that relevant system). Any joint holder may give an effective receipt for a dividend, interest or other amount paid in respect of the share.
- (2) The Company may send a cheque, warrant or order by post – (1) in the case of a sole holder, to his registered address or (2) in the case of joint holders, to the registered address of the person whose name stands first in the Register or (3) in the case of a person or persons entitled by transmission to a share, as if it were a notice given in accordance with Article 99(6), or (4) in any case, to a person and address that the person or persons entitled to the payment may in writing direct. Payment of the cheque, warrant

or order, the collection of funds from or transfer of funds by a bank in accordance with such direct debit or bank or other transfer or, in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirements of the relevant system concerned shall be a good discharge to the Company. Every cheque, warrant or order is sent at the risk of the person entitled to the payment and shall be made payable to or to the order of the person or persons entitled or to such other person as the holder or joint holders may in writing direct. Every such payment made by direct debit or a bank or other funds transfer or by another method at the direction of the holder or joint holders shall be made to the holder or joint holders or to or through such other person as the holder or joint holders may in writing direct. In respect of uncertificated shares, every such payment made by means of the relevant system concerned shall be made in such manner as may be consistent with the facilities and requirements of the relevant system concerned. Without prejudice to the generality of the foregoing, in respect of shares in uncertificated form, such payment may include the sending by the Company or by any person on its behalf of an instruction to the Operator of the relevant system to credit the cash memorandum account of the holder or joint holders or, if permitted by the Company, of such person as the holder or joint holders may in writing direct. The Company shall not be responsible for any loss of any such cheque, warrant or order and any payment made by direct debit, bank or other funds transfer system or such other method shall be at the sole risk of the holder or joint holders. Without prejudice to the generality of the foregoing, if any such cheque, warrant or order has or shall be alleged to have been lost, stolen or destroyed, the Directors may, on request of the person entitled to it, issue a replacement cheque, warrant or order subject to compliance with such conditions as to evidence and indemnity and the payment of out of pocket expenses of the Company in connection with the request as the Directors may think fit.

102. A general meeting declaring a dividend may, upon the recommendation of the Board, by ordinary resolution direct payment of the dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company. The Board shall give effect to the resolution so far as it is able. The Board may settle any difficulty which arises in regard to the distribution as it thinks expedient, and in particular may issue fractional certificates, and may fix the value for distribution of the specific assets and may determine that cash payments shall be made to any Members upon the footing of that value in order to adjust the rights of members. The Board may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Board, and generally may make the arrangements for the allotment, acceptance and sale of the specific assets or fractional certificates, as it thinks fit.
103. (1) Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares, the Company by ordinary resolution or the Board may fix any date as the record date for any dividend, distribution, allotment or issue. The record date may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.
- (2) In the absence of a record date being fixed, entitlement to any dividend, distribution, allotment or issue shall be determined by reference to the date on which the dividend is declared or the distribution, allotment or issue is made.
104. The Board may deduct from any dividend or other moneys payable to any Member on or in respect of a share any sums presently payable by him (either alone or jointly with another) to the Company on account of calls or otherwise in relation to the shares of the Company and may

apply the monies so deducted in satisfaction of such amounts payable by him to the Company in respect of a share.

105. (1) All unclaimed dividends, interest and other amounts payable in respect of a share may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect of them. No dividend shall bear interest as against the Company.
- (2) Any dividend which has remained unclaimed for a period of twelve years from the date of declaration shall, if the Board shall so resolve, be forfeited and cease to remain owing by the Company and shall belong to the Company absolutely.

RESERVES

106. The Board may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities of the Company) such sums as it thinks proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied. Pending application, the reserves may at the Board's discretion either be employed in the business of the Company or be invested in such investments as the Board thinks fit (other than subject to the Act, shares in the Company or holding company). The Board may also, without placing them to reserve, carry forward any profits which it thinks it prudent not to divide.

CAPITALISATION

107. The Company may subject to the Act by ordinary resolution on the recommendation of the Board resolve:
 - (1) to capitalise any part of the amount standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account and not required for paying preferential dividends and whether or not available for distribution; and accordingly that
 - (2) the Board be authorised and directed to appropriate the sum resolved to be capitalised to the holders of ordinary shares in the proportions in which it would have been divisible amongst them had it been a dividend and to apply the sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to the sum, the shares or debentures to be allotted and distributed credited as fully paid up to and amongst such holders in those proportions or otherwise deal with such sums as directed by the resolution, or partly in one way and partly in the other, provided that a sum standing to the credit of a share premium account or a reserve account created under Article 106 and any sums not available for distribution may, for the purposes of this Article, be applied only in the paying up of unissued shares to be allotted to members as credited fully paid,

and the Board shall give effect to the resolution so far as it is able.

108. Whenever a capitalisation resolution has been passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised by it and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give

effect to the resolution, with full power to the Board to make such provisions (by the issue of fractional certificates, by aggregation and sale, to which fractions the provisions of Article 37 shall apply, or otherwise as they think fit) in respect of shares or debentures becoming distributable in fractions and to authorise any person to enter on behalf of all the Members entitled to the benefit of the appropriations and applications into an agreement with the Company providing for the allotment to them respectively of any shares or debentures to which they may be entitled or (as the case may require) for the payment up by the Company on their behalf, by the application of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares. Any agreement made under the authority shall be effective and binding on all the members concerned.

ACCOUNTS

109. (1) No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act, by order of an applicable court or authorised by the Directors or by the Company by ordinary resolution.
- (2) The Board shall in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.
- (3) The Auditors' report shall be open to inspection as required by the Act.
110. (1) A printed copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed) together with a copy of the Auditors' report and Directors' report shall, not less than twenty-one clear days before the general meeting before which they are to be laid, be delivered or sent by post to the registered address of every member and holder of debentures of the Company and to the Auditors or be displayed on the Company's website.
- (2) If any of the shares in or debentures of the Company are listed on The Stock Exchange, there shall at the same time be forwarded to The Stock Exchange such number of copies of each of these documents as may be required by its regulations.
- (3) This Article shall not require a copy of these documents to be sent to any person to whom copies need not be sent under the Act.
- (4) The requirements of this Article shall be deemed satisfied in relation to Members by sending to each Member instead of those documents, where permitted by the Act, a summary financial statement derived from the Company's annual accounts, the Directors' remuneration report and the Directors' report and prepared in the form and containing the information prescribed by the Act and any regulations made under them. The accidental omission to deliver or send a copy of any document required to be delivered or sent to any person pursuant to this Article or the non-receipt of any document by any person entitled to receive it does not invalidate any such documents or the proceedings at the general meeting.

AUDIT

111. (1) At least once in every year the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by the Auditors.
- (2) Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act.

NOTICES

112. (1) Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to him at his address as appearing in the register.
- (2) Any notice or other document (other than a cheque, dividend warrant or money order or share certificate) may be served by the Company on any member:
- (a) by electronic communication to an electronic address notified by the Shareholder in writing;
 - (b) by facsimile transmission to any facsimile number notified by him to the Company;
 - (c) by hand to the address recorded for the shareholder on the register;
 - (d) by sending it by post or other delivery service in an envelope with postage and delivery paid to the address recorded for the shareholder on the register; or
 - (e) by a website the address of which shall be notified to the service holder in writing.
- (3) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members. Notice given in this way shall be sufficient notice to all the joint holders.
- (4) If a Member's registered address is not in the United Kingdom he shall not be entitled to receive any notice from the Company unless he gives to the Company an address within the United Kingdom at which notices may be served upon him or an electronic address to which notices or other documents or information may be sent to him using electronic communication in which case he shall be entitled to have notices served on him at that address or electronic address.
113. Electronic communication may be used (if appropriate) for sending a notice or other document or information to a Member or other person where that member or other person has agreed to the use of electronic communication and has specified an electronic address for this purpose. A notice or other document or information may be sent to a member or other person by the Company by placing it on a website and sending the member or other person concerned notification of the availability of the notice, document or information on the website, where the member or other person has agreed or is taken to have agreed to have such notices, documents or information sent to him in such a manner.
114. Without limiting the generality of the foregoing, the Company may send or supply a notice or any other document or information that is required or authorised to be sent or supplied to a Member or any other person by the Company by any provision of the Act, or pursuant to the Articles or to any other rule or regulation to which the Company may be subject, in electronic

form or by making it available on a website, and the provisions of Schedule 5 to the Act shall apply whether or not any such notice, document or information is required or authorised by the Companies Acts (as so defined) to be sent or supplied.

115. Any notice or other document or information to be sent to a Member may be sent by reference to the Register or the Company's other records as they stand at any time within the period of 15 days before the notice or other document or information is sent and no change in the Register or the Company's other records after that time shall invalidate the sending of the notice or other document or information.
116. 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 or class meeting by notice sent through the post, the meeting may be convened, subject to the Act by notice advertised in national daily newspapers with appropriate circulation which shall be leading London daily newspapers. The notice shall be deemed to have been duly served at noon on the day when the last advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least six clear days prior to the meeting the posting of notices to addresses within the United Kingdom again becomes practicable.
117. Any notice required to be given by the Company to the Members or any of them, and not provided for by or pursuant to these Articles, may be given by advertisement inserted in at least one leading daily newspaper published in London.
118.
 - (1) A notice or other document required to be given or sent by the Company to a Member, if given or sent by first class post, shall be deemed to have been given or sent on the next Business Day after the day on which it is posted or, if sent by second class post, on the second Business Day after the letter is posted. Proof that the letter containing the notice or document was properly addressed and duly posted shall be conclusive evidence that it was given or sent. A notice to be given by advertisement shall be deemed to have been given at midday on the day on which the last advertisement appears in newspapers. Any notice given by the Company to a Member by electronic communication or facsimile transmission shall be deemed to have been given (in the absence of an indication of failure of transmission) when transmitted. A notice or other document or information left at such an address within the United Kingdom is deemed to be received on the day it is left. Proof that a notice or other document or information contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or other document or information was received.
 - (2) A Member present, either in person or by proxy, at any meeting shall for all purposes be deemed to have received due notice of the meeting and, where relevant, of the purposes for which the meeting was convened.
 - (3) Every person who becomes entitled to any share shall be bound by any notice (other than a Disclosure Notice) in respect of the share which, before his name and address are entered in the register, is duly sent to the registered address of the person from whom he derives his title.
119. A notice or document delivered or sent by post to or left at the registered address of any Member shall, even if the Member is then dead, bankrupt, of unsound mind or (being a corporation) in liquidation, and whether or not the Company has notice to that effect, be deemed to have been duly served in respect of any share registered in his name as sole or joint holder

unless his name has at the time of the service of the notice or document been removed from the register as the holder of the share. The service shall for all purposes be deemed a sufficient service of the notice or document on all persons interested (whether jointly with or as claiming through him) in the share.

120. (1) For the purposes of giving notices or other documents, whether under section 310(1) of the Act, any other Statute, a provision in these Articles or any other instrument, the Company may determine that persons entitled to receive such notices or other documents are those persons entered on the register at the close of business on a day determined by it.
- (2) The day determined by the Company under paragraph (1) above may not be more than 28 days before the day that the notice of the meeting or other documents is sent.
- (3) For the purposes of determining which persons are entitled to attend or vote at a meeting, and how many votes such persons may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting by which a person must be entered on the register in order to have the right to attend or vote at the meeting.
- (4) Changes to entries on the register after the time specified by virtue of paragraph (3) above shall be disregarded in determining the rights of any person to attend or vote at the meeting notwithstanding any provisions in the Act or these Articles to the contrary.

DESTRUCTION OF DOCUMENTS

121. (1) The Board may authorise or arrange the destruction of documents held by the Company as follows:
 - (a) at any time after the expiration of six years from the date of registration, all instruments of transfer of shares and all other documents transferring or purporting to transfer shares or representing or purporting to represent the right to be registered as the holder of shares on the faith of which entries have been made in the register;
 - (b) at any time after the expiration of one year from the date of cancellation, all registered share certificates which have been cancelled;
 - (c) at any time after the expiration of two years from the date of recording them, all dividend mandates and notifications of change of address; and
 - (d) at the time after the expiration of one year from the date of actual payment, all paid dividend warrants and cheques.
- (2) It shall conclusively be presumed in favour of the Company that:
 - (a) every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made;
 - (b) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

- (c) every share certificate so destroyed was a valid certificate duly and properly cancelled;
 - (d) every other document mentioned in paragraph (1) above so destroyed was a valid and effective document in accordance with the particulars of it recorded in the books and records of the Company; and
 - (e) every paid dividend warrant and cheque so destroyed was duly paid.
- (3) The provisions of paragraph (2) above shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant.
- (4) Nothing in this Article shall be construed as imposing on the Company or the Board any liability in respect of the destruction of any document earlier than as stated in paragraph (1) above or in any other circumstances in which liability would not attach to the Company or the Board in the absence of this Article.
- (5) References in this Article to the destruction of any document include references to its disposal in any manner.

WINDING UP

122. If the Company is wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution:

- (1) divide among the Members in specie the whole or any part of the assets of the Company, whether or not they consist of property of one kind or of properties of Members or different classes of Members;
- (2) vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator, with the like authority, thinks fit, whereupon the liquidation of the Company may be closed and the Company dissolved,

and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how the division shall be carried out as between Members but so that no member shall be compelled to accept any asset upon which there is any liability.

123. The Company may by ordinary resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

INDEMNITY

124. (1) Subject to the Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, Secretary or other officer of the Company or of any associated company directly or indirectly (other than any person (whether an officer or not) engaged by the Company as Auditors) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent

that it would cause this Article, or any element of it, to be treated as void under the the Act.

- (2) Subject to the Act, the Board may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or former employee, of the Company or any associated company or in which the Company has an interest, direct or indirect, or who is or was a trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or former employee is or has been interested indemnifying him against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.