

Number: 4630661

**THE COMPANIES ACT 1985 AS AMENDED BY THE
COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION**

OF

STANDARD FINANCIAL plc
(Adopted by Special Resolution passed on 30th October 2008)

1. The Company's name is "STANDARD FINANCIAL plc".¹
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
 - a) To carry *on all or any of* the businesses of general merchants and *traders*, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any businesses or undertakings as may be thought desirable.
 - b) To carry on the business of an investment company in all its branches, and to acquire by any means such property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations.
 - c) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any business of the Company.
 - d) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on.
 - f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
- i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of shares or securities of any such company as aforesaid.
- o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either *together* or *in portions*, *for* such consideration *as the* Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- q) To carry on the placing, selling or guaranteeing the subscription of any shares or other securities, stocks, bonds, debentures or obligations of the Company.
- r) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose *as* is specified in Section 151(1) and/or Section 151(2) of the Act.
- s) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- t) To procure the Company to be registered or recognised in any jurisdiction or territory in any part of the world.
- u) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- v) To acquire and hold, either in name of the Company or in that any nominee businesses and properties of all kinds, shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company whether incorporated or not and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to provide managerial, executive, supervisory and consultancy services for or in relation to any company or business or property in which the Company is interested upon such terms as may be thought fit.
- w) To act as trustees for the holders of or in relation to any stock, bonds, obligations, debentures or debenture stock issued or to be issued by any government, state, municipality or public authority, corporation or company, or in relation to any shares or stock of any company or corporation formed or incorporated under the laws of the United Kingdom or elsewhere, or for any other purpose, and to undertake and perform the duties of executor, trustee, administrator or committee, and to execute any trust trusteeship whatsoever.
- x) To establish agencies and branches and appoint agents for the purpose of the Company's business in the United Kingdom and abroad and to regulate and discontinue the same.
- y) To pay out of the funds of the Company all expenses which the Company may lawfully pay or incidental to the formation, registration and advertising of or raising money for the Company or any subsidiary or associated company in any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- z) To procure the company to be registered or recognized in any foreign county or place.
- aa) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that

- (1) None of the objects set forth in any sub-clause of this Memorandum shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Memorandum, or by reference to or inference from the name of the Company.
- (2) The word 'Company' in this Memorandum, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (3) In this Memorandum the expression 'the Act' means the Companies Act 1985 (as amended by the Companies Act 2006).
- (4) The liability of the Members is limited.

The Company's share capital is 107,000,000 of authorized ordinary shares of £1 each, and has issued 526,900 ordinary shares of £1 each.

These shares being subscribed to and held by as follows:

Name and Address of Subscribers	
Charles Llewellyn Palmer	Lisa Julia Llewellyn Palmer
Colgate Ham Road Cheltenham GL54 4EZ	Colgate Ham Road Cheltenham GL54 4EZ
473,250 Ordinary Shares	53,650 Ordinary Shares

1. The name of the Company was changed from Financia Ltd to Standard Financial on 16th February 2005

Number: 4630661

**THE COMPANIES ACT 1985 AS AMENDED BY THE
COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

OF

STANDARD FINANCIAL plc

(Adopted by Special Resolution passed on 30th October 2008)

INTERPRETATION

(1) In the articles of association here set forth and as may be altered from time to time (hereinafter called "the Articles") the expressions hereunder have the meanings set opposite them and the following rules of interpretation apply unless the context otherwise requires:

"the Act"	the Companies Act 1985 as Amended by the Companies Act 2006
"the Company"	the company named above;
"month"	a whole calendar month;
"office"	the registered office for the time being of the Company;
"paid-up"	includes credited as paid up;
"the register"	the register of members to be kept under Section 352 of the Act;
"the seal"	the common seal of the Company or as the case may be the official seal (if any) kept by the Company under Section 40 of the Act;
"secretary"	any person qualified under Section 286 of the Act who is appointed to hold office as company secretary of the Company;
"in writing"	includes lithography, photography, printing, typewriting and other visible forms of text;
"The Stock Exchange"	the International Stock Exchange of Great Britain and Northern Ireland;

- statutory references in the Articles include the statute as amended, extended or applied by or under any other statutory provision or as re-enacted;
- words or expressions have the same meaning as in the Act;
- words importing individuals include corporations;
- words importing the male gender include the female gender;
- words importing the singular include the plural;
- and the Articles are subject to the Act;

1.1 Subject as Hereinafter provided the Regulations incorporated in Table A of The Companies (Tables A To F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 and hereinafter called "Table A" shall apply to the Company.

SHARE CAPITAL

2. The authorised share capital of the Company at the date of the adoption of this Article is 107,000,000 of authorised ordinary shares and has issued 526,900 ordinary shares.

3. The shares and any right to subscribe for, or to convert any security into, shares in the Company for the time being (other than shares shown in the memorandum to have been taken by the subscribers thereto or shares allotted in pursuance of an employees' share scheme) may be allotted to such persons, at such times, in such proportions, upon such terms (other than at a discount) and with such rights or restrictions, including but without limit as to differentiation between members of calls, as the directors, subject to the articles and to the pre-emption rights contained in Section 89, Section 90 and to Part V of the Act, shall think fit. In addition Section 561 and 562 of the Companies Act 2006 shall apply, namely:

The Company must not allot equity securities to a person on any terms unless— it has made an offer to each person who holds ordinary shares in the company to allot to him on the same or more favorable terms a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value held by him of the ordinary share capital of the company, and the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made. And Securities that a company has offered to allot to a holder of ordinary shares may be allotted to him, or anyone in whose favor he has renounced his right to their allotment.

4. The Company may in accordance with and subject to Part V of the Act and all other provisions for the time being (if any) therefore:

- (a) give financial assistance for the purpose of any acquisition of shares in the Company but only as permitted by Sections 153 and 154 of the Act;
- (b) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable;
- (c) purchase its own shares including its own redeemable shares;
- (d) make a payment in respect of the redemption or purchase of any of its own paid-up shares out of the distributable profits of the Company or the proceeds of a fresh issue of shares and as to redemption on such terms and in such manner as may be determined at any time or times by the directors.

PROVIDED ALWAYS THAT any shares purchased or redeemed by the Company shall be treated as cancelled.

5. The shares of the Company shall not be allotted at a discount and the Company shall not allot any share, other than shares in pursuance of an employees' share scheme, except as paid-up at least as to one-quarter of the nominal value of the share and the whole of any premium on it.

6. The Company may pay in cash or otherwise a commission, not exceeding ten per cent of

the price at which the shares in the Company attracting the commission are issued to any person in respect of subscribing for, whether conditionally or not, those shares subject to Section 97 of the Act, and the Company may pay any lawful brokerage fee.

7.

- (1) The Company may from time to time by ordinary resolution:
 - (a) increase its share capital;
 - (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
 - (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, and diminish the amount of its capital by the amount of the shares so cancelled; and
 - (d) sub-divide its shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the Act), and may by such ordinary resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares may have any such preferred or other special rights or may have such Preference rights or be subject to any such restrictions as the Company may by such ordinary resolution resolve.
- (2) The Company may from time to time by special resolution, subject to any confirmation or consent required by law,
 - (a) Reduce its issued share capital or any capital redemption reserve or any share premium account in any manner.
 - (b) divide the capital of the Company into different classes of shares, the special rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, either whilst the Company is a going concern or during contemplation of a winding up, with the consent in writing of the holders of three quarters of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the issued shares of that classes, but not otherwise. To every such separate meeting, all the provisions of these Articles relating to general meetings of the Company Shall *mutatis mutandis*, apply.
 - (c) The directors of the Company may settle in such manner as they consider appropriate, any difficulty which arises in relation to any consolidation and division under this Article and in particular may issue fractional certificates or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale in due proportion amongst the members who would have been entitled to the fractions, and for this purpose the directors may authorise some person to transfer the shares representing fractions to their purchaser. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
 - a. Whenever as a result of a consolidation or rights or bonus issue or conversion of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any

person (including the Company) *and* distribute the proceeds of *sale* in due proportion among those members subject to Article 92, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in the proceedings in respect of the sale.

8. (1) except as required by law, the Company shall not recognise any person as holding any share upon trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fractional part of a share or (except only as by the articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- (2) The Directors may by notice in writing at any time or times require any member (hereinafter called "the requisitioned member") to indicate the capacity in which he holds any shares (hereinafter called "the investigated shares") in the capital of the company. So long as the requisitioned member does not identify the absolute beneficial owner of the investigated shares the requisitioned member, so far as the directors shall think fit, shall not be entitled in respect of the investigated shares or any of them to:
- (a) receive notice of, attend (whether personally or by proxy), speak or vote at any general meeting of the Company;
 - (b) transfer them;
 - (c) receive any distribution whether by way of dividend, interim dividend or bonus; or
 - (d) Acquire or renounce the right to other shares issued by the Company whether by means of conversion or subscription or otherwise.
9. The Directors can at any time refuse to register an allotment or transfer of shares where it appears that such registration would or might result in the records or beneficial ownership of such shares by any US Person.

RIGHTS ATTACHING TO SHARES

10. The Ordinary Shares shall have and enjoy the following rights and shall be subject to the following restrictions:
- (1) as regards Income
 - a) the holders of the Shares shall be entitled (in the event of the Company declaring a cash dividend or dividends in respect of any financial period of the Company) to a cash dividend or dividends in respect of that financial period of a total amount equal to the total amount of the dividend or dividends so declared. For the avoidance of doubt nothing herein save as aforesaid shall oblige the Company to declare a dividend or dividends in respect of any financial period of the Company of any particular amount or at all.
 - (2) as regards Capital

On a liquidation of the company or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied in repaying to the holders of

the Shares the amount paid up or credited as paid up thereon (being £1) and the Shares shall rank as one class for the purpose.

(3) as to Voting Rights

- (a) subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Articles on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every share (of whatever nominal value) in the capital of the Company of which he is the holder.
- (b) the rights of any member to vote in relation to his shares (of whatever class) in the capital of the Company may be restricted by the terms of issue of such shares or if he is in default of a call or if he fails to give any information with respect to shares in the Company under Section 211 or 212 of the Act.

VARIATION OF RIGHTS

11.

- (1) Unless otherwise provided by the rights attached to any shares or by Article 11 (2), those rights shall be deemed to be varied by a reduction of the capital paid up on them and by the allotment of further shares ranking in priority for payment of dividends or in respect of capital or which confer voting rights or conversion rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. The Company shall give notice of the rights attaching to different classes of shares (if any) to the registrar of Companies as is required by section 128 of the Act, and the rights attached to any class or any of such rights (unless otherwise provided by the terms *of* issue *of* the shares of that class) *may*, subject to sections 125 and 127 of the Act, be modified, abrogated, or varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class, but not otherwise. To every such separate general meeting the provisions of these Articles relating to general meetings shall, *mutatis mutandis*, apply, but so that the quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class, or on any adjourned meeting one person holding shares of the class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.
- (2) The rights attached to the Preference Shares shall be deemed to be varied by any of the following:-
 - (a) The passing of any resolution to wind up the Company.
 - (b) Any substantial change being made in the nature of the business of the Company.
 - (c) Any new issue of shares ranking as to dividend or repayment of capital in priority to the ordinary Shares.
- (3) For the avoidance of doubt, no matter other than as mentioned in Article 11(2) or any variation of the dividend rights set out in Article 10(1) shall be a variation of the class rights attached to the Preference Shares if such matter affects the rights attached to the Ordinary Shares.

CERTIFICATES

12. Every share certificate shall be issued under the seal. Subject hereto and to section 185 of the Act the directors shall determine all arrangements for the issue of share certificates, and every such certificate shall specify the number and class of shares to which it relates and the amount paid up thereon. The Company shall not issue any certificate representing shares of more than one class. The Company shall not issue any certificate in respect of shares held by a Stock Exchange nominee.
13. The certificate of any security issued or granted by the Company which is defaced, lost, worn out or destroyed may be renewed, subject as the case may be to article 14, without payment of any fee but on such terms as to evidence and indemnity, and the payment of all expenses of the Company of investigating evidence, as the directors shall think fit, and on the return to the Company of any certificate to be renewed which is defaced or worn-out.
14. The Board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificate need not be autographic but may be applied to the certificates by mechanical means or may be printed on them or that the certificates need not be signed by any person.
15. Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and a new certificate for the balance of such certificated shares shall be issued without charge.
16. The company, if the directors think fit, and subject to such terms and conditions (if any) as to requisition of, or submitting any resolution to, or attending and voting at any meeting and as to any other matter as they may from time to time decide may:
 - (a) Issue under the seal a warrant with respect to any fully paid-up shares stating that the bearer of the warrant is entitled to the shares therein specified; and
 - (b) Provide by coupons or otherwise for the payment of future dividends on the shares included in the warrant.

PROVIDED ALWAYS THAT the shares specified as aforesaid may be transferred by delivery of the warrant, the holder of any such warrant may surrender the same at any time for cancellation and thereupon his name shall be entered as a member in the register of members, and the bearer of any share warrant issue by the Company shall be deemed to be a member of the Company subject as aforesaid to the full extent. A new warrant shall not be issued to replace one that has been lost unless the directors are satisfied beyond reasonable doubt that the original has been destroyed.

CALLS ON SHARES AND INTEREST

17. The directors may make calls from time to time on members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay to the Company the amount called on his shares in accordance with and subject to receiving at least fourteen clear days' notice specifying the time or times and place of payment whether by one or more installments. A call may be revoked or postponed in whole or in part as the directors may determine.
18. A call shall be deemed to have been made at the time when the resolution of the

directors authoring the call was passed and may be required to be paid by installments.

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. If a call remains unpaid after it has become due and payable the person from whom the sum is due shall pay:
 - (a) until it is paid interest at the rate fixed by the term of allotment of the share or in the notice of the call but the directors may waive payment of the interest wholly or in part; and
 - (b) all costs, charges and expenses that may have been incurred by the Company by reason of such non-payment.
21. A sum payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be a call, and if it is not paid the Articles shall apply as if that sum had become due and payable by virtue of a call.
22. The directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
23. If *any* notice of call on any share is not complied with the share may, before the payment required by the notice has been made, be forfeited by resolution of the directors, and the forfeiture shall include all dividends or other monies payable in respect of the forfeited shares and not paid before the forfeiture.
24. A forfeited share may be sold or otherwise disposed of on such terms and in such a manner as the directors determine either to the person who was before the forfeiture the holder or to any other person. Where for the purpose of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of *transfer of the* share to that person. A share, unless previously disposed of, must be cancelled not later than three years from forfeiture by the Company.
25. A person shall cease to be a member in respect of any shares upon the directors resolving to forfeit them, and that person shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all monies which at the date of forfeiture were presently payable to the Company by him in respect of those shares with interest at such rate as may be fixed by the terms of allotment of the shares or in the notice of the call from the date of forfeiture until payments, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
26. A statutory declaration by a director or the secretary that a share has been forfeited or surrendered on a specified date or sold to satisfy a lien shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of any consideration nor shall his title to the share be affected by any irregularity in the proceedings in reference to the forfeiture or disposal of the share.
27. The directors may receive from any member willing to advance the same, all or any

part of the monies, whether on account of the nominal value of shares or by way of premium, uncalled and unpaid upon any shares, and upon all or any of the monies so paid in advance the directors may (until the same would, except for such advance, become presently payable) pay interest out of the distributable profits of the Company at such a rate as they may decide PROVIDED ALWAYS THAT the payment of such monies shall not entitle the holder of any shares as aforesaid to participate in respect thereof in a dividend subsequently declared.

LIEN

28. The Company shall have a first and paramount lien on every share (not being a fully paid-up share) registered in the name of any person or persons indebted or under any liability to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends or other distributions payable in respect of it.
29. The Company may sell or purchase in such a manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen days after notice demanding payment has been given to the holder of the share or to the person entitled to it by reason of the death or bankruptcy of the holder.
30. To give effect to a sale as hereinafter mentioned the directors shall authorise a person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser.
31. The proceeds of the sale, after payment of all expenses shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any monies not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of their sale.

TRANSFER OF SHARES

32. The instrument of transfer of any shares may be in any usual form or in any other form which the directors may approve and shall be signed by or on behalf of the transferor and, unless the share is fully paid-up, by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. No fee will be charged by the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or 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.
33. The directors may refuse to recognise any instrument of transfer unless:
 - (a) it is duly stamped;
 - (b) lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - (c) it is in respect of only one class of share.

34. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share if it is a share:
- (a) of a share on which the Company has a lien;
 - (b) of a share (not being a fully paid share) to a person of whom they shall resolve not to approve.
- but save as aforesaid and as provided for in Article 31, the directors shall not be entitled to decline to register the transfer of any share.
35. A member may transfer Shares to any person at any time only with the prior written consent of the Investor Majority, the Investor Majority being the holder of largest percentage of Ordinary shares. The Investor Majority may at any time, or from time to time waive the need to provide consent, provided that this letter of waiver is lodged with the Board.
36. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
37. The Company shall not return to the transferor any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person depositing it.

TRANSMISSION OF SHARES

38. If at the time of his death a person was a member, the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest, but nothing herein contained shall release the estate of the deceased member from any liability in respect of any share which had been jointly held by him.
39. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, and upon such evidence being produced as the directors may properly require, may elect by notice in writing either to become the holder of the share or to have some person nominated by him registered as the owner. All the articles relating to the transfer of shares shall apply mutatis mutandis to the notice as if it were an instrument of transfer signed by the member and the death or bankruptcy of the member had not occurred.
40. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend, speak or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company and except that the directors may retain any dividends free from interest payable upon shares to which a person may be entitled until he becomes registered as aforesaid.
41. Title to any securities of the Company may be evidenced and title to an interest in securities may be transferred without a written instrument in accordance with statutory regulations from time to time made under the Statutes, and the Board shall have power to implement any arrangements it may think fit for such evidencing and transfer which accord with those regulations.

UNCERTIFIED SHARES

42. All shares shall be eligible for electronic settlement, which includes settlement by a relevant system. Shares of a class shall not be treated as forming a separate class from other shares of that class merely because any such shares are held from time to time in uncertified form or are permitted in accordance with the Regulations to become a participating security. The Directors shall have power to implement such arrangements as they may, in their absolute discretion, think fit in order for any class of shares to be a participating security (subject always to the Regulations and the facilities and requirements of the relevant system concerned).

43.

Where The Company is entitled under Statutes, The regulations, the rules, procedures or practices of any relevant system or in accordance with the rules of the London Stock Exchange to dispose of, forfeit, accept surrender of, enforce a lien over, re-allot or sell, transfer or otherwise procure the sale of any shares which are held in uncertified form, the Board shall have the power to take such steps as the board considers appropriate, by instruction by means of a relevant system or otherwise, to effect such disposal, forfeiture, surrender, enforcement, re-allotment, sale or transfer and such powers shall include the right to request or require the deletion of any computer-based entries in the relevant system relating to the holding of such shares in uncertified form, and/or alter such computer-based entries so as to divest the registered holder of such shares of the power to transfer such shares to a person other than the transferee, purchaser or his nominee identified by the Company for this purpose, and/or require any holder of any uncertified shares which are subject of any exercise by the company of any such entitlement, by notice in writing to the older concerned, to convert his holding of such uncertified shares into certified form within such period as may be specified in the notice prior to completion of any disposal, sale or transfer of such shares, and/or appoint any person to take such other steps in the name of the holder of such shares as may be required to effect the conversion and/or transfer of such shares and such step shall be as effective as if they had been taken by the registered holder of the uncertified shares concerned.

GENERAL MEETINGS

44. All general meetings other than annual general meetings shall be called extraordinary general *meetings*. The Company shall in each year hold a general *meeting* as its annual general meeting in addition to other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next PROVIDED THAT so long as The Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
45. The directors may call general meetings. If there are not within the United Kingdom sufficient directors to form a quorum, any director or any one or more of the members of the Company may call a general meeting.

PROCEEDINGS AT GENERAL MEETINGS

46. Routine business as required to be specified in the notice of any meeting shall

comprise laying and considering every document required to be included in the accounts of the Company in respect of each accounting reference period, electing directors in place of those retiring, appointing auditors and fixing their remuneration, and declaring dividends at an annual general meeting. All other business at any meeting shall be special. Business shall not be transacted at any general meeting unless a quorum is present. Subject as hereinafter provided two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. A quorum for any separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.

47. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.
48. It shall be the duty of the chairman, if any, of the board of directors or in his absence some other director nominated by the directors to attend and preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, or if present is unwilling to act, the directors present shall elect one of their number, or, if none are present, the members shall elect one of their number, to be chairman.
49. A director may attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company whether or not he is a member unless otherwise resolved by the members or the holders of the relevant class of shares as the case may be.
50. The chairman may, with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting whether by a show of hands or on a poll other than business which might properly have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business other than routine business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment.
51. A poll may be demanded on or before the declaration of the result of a resolution decided by a show of hands. A poll may be demanded:
 - (a) by the chairman;
 - (b) by any two or more members having the right to vote at the meeting;
 - (c) by any member representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and
 - (d) by any member holding shares which confer a right to vote at the meeting and on which there has been paid up not less than an amount equal to one-tenth of the total sum paid up on all the shares conferring that right.
52. The minutes of any general meeting shall be conclusive evidence that a resolution has been carried or lost except if proof of the number or the proportion of the votes recorded in favour of or against any resolution decided on a poll is required in writing by any

member or director within two days of the declaration of the result.

53. The demand for a poll may be withdrawn with the consent of the chairman, and the result on a show of hands shall be valid and the meeting may continue notwithstanding such withdrawal.
54. A poll shall be taken at such time and place, scrutineers appointed and a time and place for declaring the result fixed as the chairman shall *direct*.
55. The chairman shall have a casting vote on an equality of votes as well as any vote he may have as a member.
56. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being less than twenty-four hours nor more than thirty days from the conclusion of the meeting. 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 was demanded_
57. Seven days' notice clear of the date of service and receipt shall be given specifying the time and place at which a poll is to be taken unless it is taken at the meeting when it is demanded.
58. Any resolution signed by or on behalf of every member who would have been entitled to vote upon the resolution if it had been proposed at a general meeting shall be deemed to be passed, and it may consist of several instruments in like form each signed by one or more members.

VOTES OF MEMBERS

59. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles and subject also as provided in Article 10 every person registered as a member present at any meeting in person or by proxy or represented under section 375 of the Act shall have one vote. On a poll every such member except as provided in Article 10 shall have one vote for each share of which he is the registered holder. A proxy need not be a member.
60. The vote of any member whose name stands first in the register in respect of shares held jointly shall be accepted to the exclusion of the votes of the other joint holders.
61. The representatives of the former holder of any share may exercise all the rights attaching to such share upon evidence to the reasonable satisfaction of the directors of the authority of the person claiming to exercise the right to vote being deposited at the office or at such other place as is specified in accordance with the articles for the deposit of the instruments of proxy whichever is the less of either twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised or the period of notice actually given at such meeting, and in default the right to vote shall not be exercisable.
62. A member shall not vote at any general meeting, either in person or by proxy, or in respect of any share held by him for so long as a call thereon remains unpaid after the date fixed for its payment or any interest due in respect thereof is unpaid, but, subject thereto, may vote in person or by proxy on a show of hands or on a poll.

63. An instrument appointing a proxy may be in such form as the directors shall approve failing which it shall be in the following form, or as near thereto as circumstances shall admit:

APPOINTMENT OF PROXY

I/We

of

Put only the address of the first of joint members, but any joint member may appoint a proxy.
being a member/members of ("the Company")

whose registered office is at:

HEREBY APPOINT

Any member of the Company entitled to attend, speak and vote at the above mentioned meeting may appoint a proxy to attend, speak and, on a poll, vote instead of that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.

of

or, failing that person,

of

as my/our proxy to vote for me/us on my/our behalf at the extraordinary/annual/final/ general/class-holders' meeting of the Company *If this form is returned without any indication as to how the proxy shall vote, the proxy will be free to vote on any particular matter as he or she thinks fit, or to abstain from voting. Please initial all alterations made to this form, and you may wish to fill in the space above, for example as follows:*
for/against the resolution/s numbered /, and / and
for/against the resolution/s numbered /, and / and

pursuant to the notice of such meeting to be held on 20 , and at any adjournment of it. *This instrument of proxy should be deposited not less than 24 hours before the meeting or 24 hours before taking a poll. This form should be returned to the registered office of the Company, unless otherwise instructed in the notice convening the meeting.*

Signed:

The appointer/s

An individual member or attorney therefore must sign this form. If the appointer is a corporation, then this form should be under its common seal, or under the hand of an officer duly authorised in that behalf. Evidence of that authority must be produced. If the appointer is a firm, please sign in the firm's trading name and add "by [], partner in the said firm".

Name/s:

Dated:

Please indicate the amount of shares in the capital of the Company registered in:

your name:

the class thereof:

and the registered number/s (if any):

64. Every vote shall be valid unless disallowed at the meeting when it was cast, and any objection shall be determined by the chairman, whose decision shall be final and conclusive.
65. A member may use all or any of his votes or cast them in the same or different ways.
66. A member may appoint one or more proxy to attend on the same occasion by instrument in writing in any usual form or in any other form which is approved by the directors and signed by or on behalf of the appointer. A member may attend and vote at the meeting or at any adjournment thereof notwithstanding deposit of an instrument of proxy.
67. The instrument appointing a proxy, and any authority under which it is executed or in some other way approved by the directors, shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument, proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be invalid.

The vote of a proxy or of the representative of a former holder or of a corporation shall be valid unless his authority is revoked or determined and notice in writing of such revocation or determination was received by the chairman of the meeting before the vote was cast.

NUMBER OF DIRECTORS

68. The number of directors may be fixed by the Company, but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be two.

ALTERNATE DIRECTORS

- 69 Each director shall have power from time to time to nominate another director, or any person not being a director who has been approved for the purpose by a majority of the other directors, to act as his alternate, and at his discretion to remove such alternate director, save that a person not being a director who is appointed as an alternate shall not appoint an alternate director and so that the person appointed by the Chairman shall in addition to the powers of an alternate director as set out herein also have the powers of the Chairman as set out herein, and in relation thereto the following provisions shall apply:
- (a) an alternate director shall be subject to all the terms and conditions existing with reference to the other directors except as to power to appoint an alternate director and remuneration, and, subject to his giving the Company an address at which notices may be served on him, he shall be entitled to receive notice of all meetings of the directors and shareholders and to attend, speak and vote at any such meeting at which his appointer is entitled to be but is not present;
 - (b) one person may act as alternate director to more than one director, and while he is so acting he shall be entitled to a separate vote for each director he is representing, and if he is himself a director his vote or votes as an alternate director shall be in addition to his own vote;
 - (c) any appointment or removal of an alternate director may be made by letter, cable, telegram or telex or in any other manner approved by the directors. Any cable, telegram or telex shall be confirmed as soon as possible by letter but meanwhile may be acted upon by the Company;
 - (d) if a director making such an appointment as aforesaid shall cease to be a director the person appointed by him shall cease to have any power or authority to act as an alternate director PROVIDED ALWAYS THAT any person who is an alternate director at a meeting when his appointer ceases to be a director shall be deemed to be re-appointed as an alternate director if at that meeting his appointer is re-appointed or deemed to be re-appointed as a director unless the contrary is expressed in writing by his appointer;
 - (e) a director shall not be liable for the acts and defaults of any alternate director appointed by him. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointer;
 - (f) an alternate director shall not be taken into account in reckoning the minimum number of directors allowed for the time being, but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote; and
 - (g) an alternate director so appointed shall not be entitled to receive any

emoluments from the Company in respect of his position as an alternate director PROVIDED ALWAYS THAT the Company may pay all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

APPOINTMENT OF ASSOCIATE AND REGIONAL DIRECTORS

70. The directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate and/or regional director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:
- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of associate and regional directors shall be determined from time to time by the directors with full power to make such arrangements as they think fit; and the directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of associate or regional directors, except that no act shall be done that would impose any personal liability on any associate or regional directors except with his full knowledge and consent.
 - (ii) The directors may also from time to time remove any associate or regional director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate or regional director and the Company.
 - (iii) The appointment of a person to be an associate and/or regional director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate and/or regional director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as associate or regional director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the Company, or if he resigns his office or is removed from office by a resolution of the board.
 - (iv) An associate or regional director shall not be or be deemed to be a director of the company within the meaning of the word as used in the Companies Act 1985 or these Articles and no associate or regional director shall be entitled to attend or be present at any meetings of the board or of any committee of directors unless the directors shall require him to be in attendance.
 - (v) An associate or regional director shall attend meetings of the directors and of any committee of the directors whenever called upon to do so and shall at all times be ready to give the directors the benefit of his knowledge, experience and advice.

POWERS OF DIRECTORS

71. The business of the Company shall be managed by the directors, subject to the Act, the memorandum and the Articles and any resolutions of the members, as the

directors may decide so long as it shall be in the interests of the Company as a whole, and the directors may exercise, subject as herein mentioned, all the powers of the Company to borrow without limit and to indemnify and secure the liability of any director for the payment of any sum primarily due from the Company PROVIDED ALWAYS THAT the amount for the time being remaining undischarged of monies borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time, without the prior consent of the Company in general meeting, exceed the amount of the paid-up share capital for the time being, but no lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice in writing to the lender or recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded. Any alteration of the articles and any resolution of the members shall not invalidate any prior act of the directors which would have been valid if that alteration had not been made or that resolution had not been passed. The powers hereby given shall not be limited by any special power given to the directors by the Articles, and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their power to any director or directors and revoke such delegation. The Board of directors may delegate any of their powers or discretions to committees consisting of one or more directors and (if thought fit) one or more names persons or person to be co-opted as provided below. The Board may from time to time revoke, withdraw, alter or vary any such powers and discharge any such committee in whole or in part. Any committee so formed shall in exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Board.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. The directors shall have power at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors — subject to any maximum number of directors fixed by the Company from time to time. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors (if any) who are to retire by rotation at such meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

74. The office of a director shall be vacated if:
- (a) he should cease to hold office under the Act or the Company Directors Disqualification Act 1986 or he is prohibited by law from being a director;
 - (b) he becomes bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors generally;
 - (c) he becomes a person in respect of whom an order is made by a court of competent jurisdiction for his detention by reason of his mental disorder or for the appointment of any person to exercise powers with respect to his property or affairs;
 - (d) he resigns his office by notice in writing to the Company;
 - (e) he shall for more than six months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) shall not during that period have attended any such meeting in his stead, and

- the directors resolve that he shall cease to be a director; or
- (f) the other directors resolve that his continuation in office would jeopardise the Company's membership of the Financial Services Authority or any other association the membership of which is necessary or in the opinion of the directors important for the business of the Company.

75.

- (1) At the first and each subsequent annual general meeting of the Company held after 1st April 2007 one third of the non-executive directors for the time being (or, if their number is not three or a multiple of three, then the whole number nearest one third) shall retire from office.
- (2) The non-executive directors to retire in every year shall be those who wish to so retire but if there are insufficient such non-executive directors, then those who have been longest serving in *office since* their last election shall retire and as between *persons* who became non-executive directors on the same day those to retire shall be determined by lot.
- (3) A retiring non-executive director shall be eligible for re-election.
- (4) The Company at the meeting at which a non-executive director so retires may fill the vacated office by electing a person thereto and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
- (5) For the purposes of this Article a "non-executive director" is a director who is not employed (in whatever capacity) by the Company under a contract of service.

76. The Company in general meeting may by ordinary resolution and the Directors may by resolution remove a director or a managing director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and the director but without prejudice to any compensation or damages payable in respect of such removal.

EMOLUMENTS AND EXPENSES OF DIRECTORS

77. The directors shall receive such emoluments, whether by way of salary, commission, participation in profits, or partly in one way and partly in another or otherwise, as shall from time to time be determined by the Company in general meeting, and any managing director shall receive such emoluments determined as aforesaid, and any remuneration shall be deemed to accrue from day to day. In addition to the emoluments the directors may pay extra emoluments in any manner aforesaid out of the funds of the Company for special services to the Company as the directors may think fit.
78. The directors shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with their office or the business of the Company.
79. The directors may exercise the powers of the Company conferred by the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

MANAGING DIRECTOR AND EXECUTIVE OFFICE

80. The directors may appoint one or more of their number to the office of chairman, managing director, local director or to any other executive office and may enter into an agreement with any director for his employment or for the provision by him of any services outstanding the usual scope of the duties of a director of the Company. Any such appointment or agreement may be made upon such terms including revocation and alteration and as to such emoluments as the directors think fit. Any appointment of a director to any office aforesaid shall determine if he ceases to be a director.

DIRECTORS' INTERESTS

81. Any director may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is interested so long as in any such case as aforesaid he discloses any such interest, transaction or arrangement in accordance with Part X of the Act and as may otherwise be required by law in general, and he may retain any benefit therefrom so long as aforesaid.

PROCEEDINGS OF DIRECTORS

82. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. In addition any director or his alternate may participate in a meeting of directors by mean of a conference telephone or similar communications system whereby all those participating in the meeting cab hear and address each other.
83. The quorum for the transaction of the business of the directors shall be fixed by the directors at any number not less than two.
84. The continuing directors may act notwithstanding any vacancy in their number, but, if the number of directors is one or less than the number fixed as the quorum, they or a sole director may act only for the purpose of appointing directors or of calling a general meeting.
85. The directors may elect a chairman and may at any time remove him from that office. The chairman shall preside at every meeting of directors at which he is present, but if a chairman is not so elected or is not present within five minutes after the time appointed for the meeting, the directors present may elect one of their number to be chairman of and throughout the meeting notwithstanding the subsequent arrival thereof of any person elected to be chairman.
86. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall be valid, notwithstanding that it be discovered that there was a defect in the appointment of any director, or that any of them were disqualified from holding office, or had vacated office, or had not been entitled to vote.
87. A resolution in writing signed by all the directors may consist of several documents

in like form each signed by one or more of the directors, and shall be as valid and effectual as if it had been passed at a meeting of directors or, as the case may be, a committee of directors duly convened.

88. A director shall not vote at a meeting of directors or at a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest or duty which conflicts or may reasonably be expected to conflict with the interests of the Company except on any matter permitted under article 76 or except as follows and in the case of such interest or conflict he shall not be counted in the quorum:
- (a) the giving of any security or indemnity to him in respect of any money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries falling within sections 332 to 338 of the Act;
 - (b) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
 - (c) any proposal concerning an offer of securities or by the company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
 - (d) any proposal concerning any other company in which he is interested, directly or indirectly, and whether as an officer or shareholder or otherwise howsoever so long as he is not the holder of or beneficially interested in more than five per cent of any class of the equity share capital of such company, or of any third company through which his interest is derived, or of the voting rights available to members of the company concerned. Any interest as aforesaid shall be deemed for the purpose of this article to be a material interest in all circumstances; and
 - (e) any proposal concerning the adoption, modification or operation of a superannuation fund, retirement benefit scheme, profit-sharing scheme or savings related options scheme under which he may benefit and which has been approved, or is subject to and conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this article a director shall be taken to have an interest which another person has who, for the purposes of section 346 of the Act, is connected with him. In the case of any exception hereinbefore mentioned a director should be counted in the quorum.

89. The Company may by ordinary resolution suspend or relax to any extent any restriction in the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
90. The chairman of the meeting shall decide any questions on voting before the conclusion of the meeting, and his ruling in relation to any director other than himself shall be final and conclusive.
91. Every director or other officer of the company shall be indemnified out of the assets of the company against all losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in

the execution of the duties of this office or in relation thereto. But this Article shall only have effect in so far as its provisions are not voided by Section 310 of the Act.

MINUTES

92. The directors shall cause minutes to be made of:
- (a) all appointments of officers made by the directors;
 - (b) the names of the directors present at each meeting of directors, and of any committee of directors; and
 - (c) all resolutions and proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, together with all matters statutorily or otherwise required to be registered or recorded by the Company in bound books or electronic format or by some other means as the directors may determine so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification.

THE SEAL

93. The seal shall be kept by the directors and used only by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director except that any such signature may be made by some mechanical or electronic method where the official seal kept by virtue of section 40 of the Act is used as the directors may determine.

DIVIDENDS

94. The members in general meeting may declare dividends in accordance with the respective rights of the members, but no dividends shall exceed the amount recommended by the directors or permitted under Part VIII of the Act. Subject to the Statutes, the Company in general meeting, or The Board by resolution may specify any date (the "record date") as the date at the close of business on which persons registered as the holders of shares shall be entitled to receipt of any dividend, distribution, interest, allotment, issue or other right and such record date may be on, or at any time before or after, that on which the resolution is passed upon that date the dividend, distribution, interest, allotment, issue or other right shall then be payable or due to them in accordance with their respective holdings so registered, but without prejudice to the rights between transferors and transferees of any such shares in respect of such dividend, distribution, interest, allotment issue or other right.
95. The directors may pay interim dividends out of profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer Preference as to dividends as well as on shares which confer no preferential rights as to dividends, but interim dividends shall not be paid on shares carrying Preference rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Any director acting in good faith shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having non-preferred rights.

96. All dividends resolved to be recommended, declared or paid, any bonus and any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be distributed subject to Articles 10, 11, 26 and 37 in proportion to the nominal amount of the shares (whether or not fully paid up) held by the members entitled to such distribution.
97. The directors may deduct from any dividend or other monies payable to any member in respect of a share any monies presently payable by him to the Company in respect of shares of the Company.
98. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or in part by the distribution of assets of any form or nature, and the directors shall settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees and settle any matter therewith.
99. Any dividend or other monies payable in respect of a share may be paid by cheque sent by post to the registered address of the person or the first of joint holders in the register entitled to it or, subject to Article 37, so entitled by reason of the death or bankruptcy of the holder or as such person or persons entitled may in writing direct. The Company shall not be liable for any loss in sending the same. Any person jointly entitled to a share may give receipts for any dividend or other monies payable in respect of the share.
100. Any dividend or other moneys payable in cash on or in respect of a share may be paid by one or more methods to be determined by the Board from time to time as it sees fit, including by cheque, warrant or other financial instrument, by means of the relevant system(including, without limitation, CREST).
101. Dividends or other monies payable in respect of any shares shall not bear interest against the Company.
102. The right to any dividends and other such monies shall be extinguished if they remain unclaimed for more than twelve years after the earlier of being declared or payable, and then shall belong to the Company.

RESERVES

103. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think 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 be properly applied, and pending such application, may at the like discretion, either be employed in the business of the Company, or be invested in such investments, other than shares of the Company, as the directors from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS

104. The Company in general meeting (with separate class meetings to be held where more than one class of shares in the Company are in issue and approval of each such meeting then being required) may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being

standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other, and the directors shall give such effect to such resolution PROVIDED ALWAYS THAT a share premium account and a capital redemption reserve fund may, for the purposes of this article only, be applied in the paying up of unissued shares to be allotted to members of the Company as fully paid bonus shares.

105. The Company in general meeting may with separate class meetings where more than one class of shares in the Company are in issue, on the recommendation of the directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend, and in the same proportions, and the directors shall give effect to such resolution.

ACCOUNTS

106. The Directors shall cause accounting records to be kept in accordance with section 221 of the Act.
107. The accounting records shall be kept at the office or, subject to section 222 of the Act, at such other place or places as the directors shall think fit.
108. The directors shall from time to time, in accordance with Chapter 1 of Part VII 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 referred to in that Chapter.
109. The accounting records of the Company shall always be open to inspection by any officer of the Company during normal business hours. Members who are not directors shall not have any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or in general meeting of the Company.
110. A printed copy of the documents required by section 239 of the Act to be comprised in the accounts of the Company and laid before the Company in general meeting shall be delivered or sent with the notice of and at least twenty-one days before the general meeting subject nevertheless to Article log (a).

AUDIT

111. Auditors shall be appointed and their duties regulated in accordance with sections 236 and 237 of and otherwise in accordance with the Act.

NOTICES

112. Any notices to the Company or to any member or debenture holder shall be in writing

and the Company may give any notice to any member or debenture holder either personally or by sending it by pre-paid, first class letter post to his registered address or by leaving it at that address or by sending or leaving it at any other address of which the Company shall have received written notice PROVIDED ALWAYS THAT in any such case the company shall have no recourse in respect of, any failure to receive the same if his registered address is not within the United Kingdom.

Notices to joint holders shall be given to the one whose name stands first in the register in respect of the joint holding and shall be deemed to be sufficient notice to all the joint holders.

113. Subject to Article 108, notice of every general meeting shall be given to:
- (a) every member entitled to the same by the rights attaching to his shares;
 - (b) the auditor for the time being of the Company;
 - (c) the directors, including alternate directors; and
 - (d) every holder of any debenture or other security of the Company thereby entitled to the same by the rights attaching to such debenture or security.
- No other person shall be entitled to receive notices of general meetings.
114. The Company may (at its discretion and in lieu of) convene any general meeting by notice in not less than one national, daily newspaper circulating in the United Kingdom and one local newspaper circulating in the place where the office is situate specifying the time, place and object thereof and published one month at least before the meeting instead of notice as mentioned in Article 109.
115. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice, and all other extraordinary general meetings shall be called by at least fourteen days' notice, in both cases exclusive of the dates of service and receipt, but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat;
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per centum in nominal value of the shares giving that right.
116. The notice shall specify the time and place of the meeting, any special and extraordinary resolutions proposed and the general nature of the business whether routine or special to be transacted. It shall also give particulars of any directors who are to retire at the meeting and of any persons who are intended to be appointed or re-appointed as directors at the meeting.
117. A member present, either in person or by proxy, at any meeting of the Company or holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called and any resolutions proposed to be passed.
118. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register, has been given to the person from whom he derives his title unless the Company has received from any such person becoming so entitled written notice of an address to which notices shall be sent and unless as aforesaid the notice shall be deemed to have been duly given notwithstanding that the registered owner is dead, bankrupt or has become a person in

respect of whom an order has been made by any competent court by reason of mental disorder.

119. A notice sent by the Company by first class post shall be deemed to have been received on the day following that on which it is posted, and proof that the envelope containing the notice was properly addressed, pre-paid and posted shall be deemed to be conclusive evidence that the notice was given.

120. Service of Notices and Other Documents, Reports Accounts

Subject to the requirements set out in the 2006 Act, any notice given or document sent or supplied to or by any person under these articles, or otherwise sent by the Company under the Act or the 2006 Act, may be given, sent or supplied in hard copy form, electronic form or by the company by means of a website or partly by one of these means and partly by another of these means

WINDING UP

121. In the winding up or in connection with the dissolution otherwise of the Company any part of its assets, including any shares in or securities of other companies, may, with the sanction of a special resolution, be divided among the members in specie, or may, with the like sanction, be vested in trustees for the benefit of the members, and the liquidation of the company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets whereon there is any liability.

The Company's share capital is 107,000,000 of authorized ordinary shares of £1 each, and has issued 526,900 ordinary shares of £1 each.

These shares being subscribed to and held by as follows:

Name and Address of Subscribers	
Charles Llewellen Palmer	Lisa Julia Llewellen Palmer
Colgate Ham Road Cheltenham GL54 4EZ	Colgate Ham Road Cheltenham GL54 4EZ
473,250 Ordinary Shares	53,650 Ordinary Shares

Commencement 1st October 2007

COMPANIES (TABLES A TO F) REGULATIONS 1985
AS AMENDED BY SI 2007/2541 and SI 2007/2826

TABLE A

Regulations for management of a (public) company limited by shares

1. In these regulations—

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“the articles” means the articles of the company;

“clear days” in relation to the period of a notice means 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;

“communication” means the same as in the Electronic Communications Act 2000;

“electronic communication” means the same as in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“office” means the registered office of the company;

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

“the seal” means the common seal of the company;

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.

3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.

4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

6. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

7. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

8. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it.

9. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

10. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

11. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

13. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

14. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

15. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.

16. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

17. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

18. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

19. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

20. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

21. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

22. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

23. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

24. The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless—

- (a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in respect of only one class of shares; and
- (c) it is in favour of not more than four transferees.

25. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

26. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

28. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

29. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

30. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

32. The company may by ordinary resolution—

- (a) increase its share capital by new shares of such amount as the resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from

the sub-division, any of them may have any preference or advantage as compared with the others; and
(d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

33. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

34. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

35. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

37. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

38. An annual general meeting shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed—

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

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

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

41. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

42. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

44. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.

45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

46. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded—

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members 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;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 was demanded. 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.

52. No notice need be given of a poll not taken forthwith 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 place at which the poll is to be taken.

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

55. In the case of joint holders 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; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

57. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

60. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)—

“..... PLC/Limited

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/any other general meeting of the company to be held on 19....., and at any adjournment thereof.

Signed on 19.....”.

61. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)—

“..... PLC/Limited

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/any other general meeting of the company, to be held on 19....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 19.....”.

62. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may—

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United kingdom as is specified in the notice convening 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 for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications—

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

63. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

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

ALTERNATE DIRECTORS

65. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

67. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

68. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

69. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

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

71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting 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 one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.

74. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

75. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

76. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless—

(a) he is recommended by the directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors

for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

78. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

80. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if—

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either—
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company; or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general

meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office—

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company or in which the company is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

86. For the purposes of regulation 85—

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the 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 his appointor to a separate vote on behalf of his appointor in addition to his own vote.

89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

91. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

92. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

94. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs—
(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures, or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to

an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

95. 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.

96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

99. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

100. The directors shall cause minutes to be made in books kept for the purpose—

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

101. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may

also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

107. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

110. The directors may with the authority of an ordinary resolution of the company—

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;

(b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures

credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

(c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
(d) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

111. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

112. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

113. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice 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 was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

116. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of

the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

117. If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

118. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.