

Number of Company: 671474

The Companies Acts 1985 to 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HILL & SMITH HOLDINGS PLC

AS ADOPTED BY SPECIAL RESOLUTION

PASSED ON 12 May 2009

(As amended by Special Resolutions on 12 May 2011; 14 May 2014; and 17 May 2018)

Incorporated 30th September 1960

CERTIFIED AS THE ORIGINAL
ARTICLES AS SIGNED BY THE
CHAIRMAN

CAWend
17.5.2018

Jack Henney
17.5.2018

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The Companies Acts 1985 to 2006
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 12 May 2009)
of
HILL & SMITH HOLDINGS PLC
PRELIMINARY

Statutory Regulations not to Apply

1. Neither the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 nor any of the model articles of association promulgated under the Companies Act 2006 shall apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

		MEA
ORDS	NINGS	
Act"	Companies Act 2006;	the
these Articles"	e Articles of Association, as from time to time altered;	thes
the Auditors"	auditors for the time being of the Company	the
Board"	meeting of the Directors duly called and constituted, or as the case requires, the Directors assembled, as a Board;	a
CA 1985"	the Companies Act 1985	
certificated share"	share which is not an uncertificated share and references to a share held in certificated form shall be construed accordingly;	a
clear days"	relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;	in
		a

Clearing Bank"	bank which is a member of CHAPS Clearing Bank Limited;
committee"	a committee of the Board;
company"	any body corporate;
Director"	a director for the time being of the Company;
holder"	in relation to any share means the member whose name is entered in the Register as the holder of that share;
London Stock Exchange"	Lond on Stock Exchange plc;
market nominee"	a clearing house or nominee as is referred to in Section 778 of the Act;
non-executive Director"	• (a) a Director who does not hold any executive position with the Company or any subsidiary of the Company; and • (b) a Director appointed by the Board to the position of Chairman or Deputy Chairman and who holds that position otherwise than on an executive basis.
the Office"	the registered office for the time being of the Company;
paid up"	paid up or credited as paid up;
person entitled"	a person whose entitlement by transmission to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the Register;
Register"	the register of members of the Company;
the Regulations"	the Uncertificated Securities Regulations 2001 as amended from time to time and any provisions of or under the Statutes which supplement

	modify or replace such Regulations;
the relevant system"	the computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument, and which facilitate supplementary and incidental matters, in accordance with the Regulations;
Seal"	the common seal of the Company and includes, so far as is applicable, any official seal or securities seal which the Company may have or be permitted to have under the Statutes;
Secretary"	the secretary of the Company and includes a deputy or assistant Secretary and any person appointed by the Board to perform any of the duties of the secretary of the Company;
Statutes"	the Act, CA 1985 and every other statute, statutory instrument, regulation or order, for the time being in force concerning companies registered under the Act and/or CA 1985;
uncertificated share"	a share to which Article 12 applies and references to a share held in uncertificated form shall be construed accordingly;
United Kingdom"	Engl and and Wales, Scotland and Northern Ireland;
the UK Listing Authority"	the Financial Services Authority in its capacity as the competent authority for the purposes of part VI of the Financial Services and Markets Act 2000 or any successor enactment;
working day(s)"	the meaning given by Section 1173 of the Act
in writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
year"	a period of 12 months;

AND the expressions "debenture" and "debenture holder" shall include "debenture stock" and "debenture stockholder" respectively.

The expression "dividend" includes bonus.

References to the terms "electronic" and "electronically" and "hard copy" shall be interpreted in accordance with Section 1168 of the Act.

Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

Reference to any Statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force.

Any reference to a meeting shall not be taken as requiring more than one person to be present in person if any quorum requirement can be satisfied by one person.

Any reference to a share (or to a holding of shares) being in uncertificated form or in certificated form shall be a reference, respectively, to that share being an uncertificated unit of a security or a certificated unit of a security.

A dematerialised instruction is properly authenticated if it complies with the specifications referred to in the Regulations.

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

BUSINESS

3. **The Company and its Business** The Company is a public company and its registered office will be situate in England and Wales. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken at such time or times as the Board thinks fit, and may be permitted by the Board to be in abeyance, whether already commenced or not, so long as the Board deems it expedient not to commence or proceed with the same.

CAPITAL

Share capital and limited liability of members

4. The liability of the members is limited to the amount, if any, unpaid on the shares in the Company held by them.

Rights attached to new shares

5. Subject to the provisions of the Statutes and without prejudice to any special rights or privileges or restrictions previously conferred on the holders of any existing shares or class of shares (which special rights or privileges or restrictions shall not be affected, modified rescinded or dealt with except in accordance with the next following Articles), any shares in the Company (whether forming part of the present capital or not) may be issued with or

have attached thereto such preferred, deferred or other special rights, or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and, subject to the provisions of the Statutes, the Company may issue shares which are, or which at the option of the Company or the shareholder are to be, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

VARIATION OF RIGHTS

Variation of Rights

6. (1) Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be modified or abrogated either with the consent in writing of holders of three-fourths in nominal value of the issued shares of that class, or with the sanction of a Special Resolution passed at a Separate General Meeting of such holders (but not otherwise), and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such Separate General Meeting all the provisions of these Articles relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply except that (a) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class in question (b) at an adjourned meeting the necessary quorum shall be one person holding shares of the class in question or his proxy (c) any one holder of shares of the class present in person or by proxy may demand a poll and (d) every holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him.
- (2) unless otherwise expressly provided by the terms of their issue the rights attached to any class of shares shall not be deemed to be varied or abrogated by:-
 - (a) the creation or issue of further shares ranking *pari passu* with them but in no respect in priority thereto; or
 - (b) the purchase or redemption by the Company of any of its own shares.

SHARES

Control of Directors over shares

7. Subject to the provisions of the Statutes relating to authority, pre-emption rights and otherwise and of any Resolution of the Company in General Meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Board, and it may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of shares to such persons, at such times and on such terms, as it thinks proper, but so that in accordance with Section 580 of the Act no shares may be issued at a discount.

Power to pay commission and brokerage

8. The Company may exercise the powers conferred by the Statutes of paying commissions, and may pay such brokerage as is lawful, as consideration for subscribing or agreeing to subscribe (whether absolutely or conditionally), or procuring or agreeing to procure subscriptions (whether absolute or conditional), for shares. Subject to the provisions of the Statutes, commissions and brokerage may be satisfied wholly or partly by the allotment of fully or partly paid shares.

Trusts not recognised

9. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles otherwise provided or as by Statute required or under any order of a court of competent jurisdiction) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

Power of Company to purchase its own shares

10. Subject to the provisions of the Statutes relating thereto (including the conditions as to the nature or type of resolution or resolutions of the Company required to be passed and otherwise thereby imposed) and, where the shares of the Company are listed on any recognised stock exchange, subject to compliance with any requirements of that stock exchange relating thereto, the Company may, from time to time, purchase any of its own fully paid shares, including any redeemable shares.

Prohibition of financial assistance for shares

11. The Company shall not, except as provided by the Statutes, give any financial assistance, whether directly or indirectly, for the purpose of the acquisition of any shares in the Company or its holding company (if any) or for the purpose of the discharge or reduction of any liability incurred for the purpose of such acquisition.

CERTIFICATES

Certificated and uncertificated shares

12. (1) Unless otherwise determined by the Board and permitted by the Regulations, no person shall be entitled to receive a certificate in respect of any share for so long as the title to that share is evidenced otherwise than by a certificate and transfers of that share may, by virtue of the Regulations, be made otherwise than by a written instrument. The Board shall (subject always to the Regulations and the facilities and requirements of the relevant system concerned) have power to implement such arrangements as it may, in its absolute discretion, think fit, in relation to the evidencing and transfer of uncertificated shares.
- (2) Subject always to the Regulations and the facilities and requirements of the relevant system concerned, conversion of certificated shares into uncertificated shares and vice versa may be made in such manner as the Board in its absolute discretion determines.

- (3) The Company shall enter on the Register the number of shares held by each member in uncertificated form and in certificated form and shall maintain the Register in each case as required by the Regulations and the relevant system concerned. Unless the Board otherwise determines, holdings of the same holders or joint holders in certificated form and uncertificated shall be treated as separate holdings.
- (4) A class of shares shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which apply only in respect of certificated shares or uncertificated shares.
- (5) The provisions of Article 13 shall not apply to uncertificated shares.

Issue of certificates

- 13. (1) A person whose name is entered in the Register as the holder of any certificated shares shall be entitled to receive without charge within one month after the allotment to him of those shares or five business days after the lodgement of evidence of his entitlement to shares (or within such other period as the conditions of issue may provide) one certificate for those shares or one certificate for each class of those shares and, if he transfers part of the certificated shares represented by a certificate in his name, to a new certificate for the balance of those shares, but no certificate shall be issued to any member who is a market nominee unless it specifically requests the Company to issue one.
- (2) In the case of joint holders, the Company shall not be bound to issue more than one certificate for all the certificated shares in any particular class registered in their joint names and delivery of a certificate for a certificated share to anyone of the joint holders shall be sufficient delivery to all.
- (3) Every certificate for shares, stock, debenture stock, or representing any other form of security (other than Letters of Allotment or scrip certificates) shall be issued under Seal or in such manner as the Board, having regard to the terms of issue, the Statutes and any applicable regulation of the London Stock Exchange, may authorise. The certificate shall specify the shares, stock or debenture stock to which it relates and the amount paid up and (subject as provided below) shall bear the autographic signatures of either one Director and the Secretary or of two Directors provided that the Board may by Resolution determine that such signatures or any of them shall be dispensed with or shall be affixed by some method or system of mechanical signature.

Charges for and replacement of certificates

- 14. (1) Except as expressly provided to the contrary in these Articles, no fee shall be charged for the issue of a share certificate.
- (2) Any two or more certificates representing certificated shares of any one class held by any member may at his request be cancelled and a single new certificate issued.

- (3) If any member surrenders for cancellation a certificate representing certificated shares held by him and requests the Company to issue two or more certificates representing those shares in such proportions as he may specify, the Board may, if it thinks fit, comply with the request on payment of such fee (if any) as the Board may decide.
- (4) In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.
- (5) If a certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued on compliance with such conditions as to evidence and indemnity as the Board may think fit without charge (other than exceptional out of pocket expenses) and, if damaged or defaced, on delivery up of the old certificate.

JOINT HOLDERS OF SHARES

Joint holders of shares

- 15. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:-
 - (A) The Company shall not be bound to register more than four persons as the holders of any share.
 - (B) The joint holders of any share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share.
 - (C) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share; but the Board may require such evidence of death as it may deem fit.
 - (D) Any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders.
 - (E) Service or delivery of any notice or other document on or to the joint holder who is named first in the Register in respect of the joint holders shall be sufficient service on or delivery to all the holders of the share.

LIEN

Lien on partly paid shares

- 16. 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; called or payable at a fixed time in respect of such share. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Board may exempt a share wholly or partly from the provisions of this Article.

Power of sale of shares on which lien is held

- 17. For the purpose of enforcing such lien the Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen clear days after a notice

in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

Directors may authorise person to transfer shares

18. For giving effect to any such sale the Board may in respect of certificated shares authorise some person to execute an instrument of transfer of the shares or in the case of uncertificated shares authorise some person, in accordance with the facilities and requirements of the relevant system concerned, to transfer the shares sold to, or in accordance with the directions of, the purchaser and 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 connected with the sale.

Application of proceeds of sale

19. The net proceeds of sale, after payment of the costs of sale, shall be applied in or towards satisfaction of the amount due and any residue shall (subject to a like lien for any amounts not presently due as existed on the shares before the sale), in the case of certificated shares, on surrender of the certificate for the shares sold and, in the case of uncertificated shares, in accordance with and subject to the Regulations and the facilities and requirements (if any) of the relevant system concerned, be paid to the holder or person entitled by transmission to the shares immediately before the sale.

CALLS ON SHARES

Calls on shares

20. The Board may, subject to these Articles and to any conditions of allotment, from time to time make such calls upon the members in respect of any moneys unpaid on their shares (whether in respect of their nominal value or by way of premium) as it thinks fit and each member shall (subject to receiving at least fourteen clear days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may decide. A person on whom a call is made shall remain liable for it notwithstanding the subsequent transfer of the shares in respect of which the call is made.

When call made

21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be made payable by instalments.

Interest on call in arrear

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine. He shall also pay all costs charges and expenses which the Company has incurred or become liable for in order to procure payment of or in consequence of the non-payment of the sum called. The Board shall be at liberty to waive payment of the interest, costs, charges and expenses, wholly or in part.

Certain sums deemed to be calls duly made

23. Any sum which by the terms of allotment of a share becomes payable upon allotment or at any fixed date and any instalment of a call, shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of allotment, the same becomes payable, and, in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum had become payable by virtue of a call duly made and notified.

Difference in amount and time of payment

24. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid, and in the times of payment.

Payment of calls in advance

25. The Board may, if it thinks fit, receive from a member willing to make the advance all or part of the sums uncalled and unpaid on shares held by him and may pay interest on all or part of the advance (until it would have become payable if it had not been advanced) at such rate as the Board and the member making the advance shall agree. No part of the advance shall be taken into account in ascertaining the amount of the dividends payable on the shares.

Member not entitled to dividend or to vote until all calls paid

26. No member shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

TRANSFER OF SHARES

Transfer of uncertificated shares

27. All transfers of uncertificated shares shall be made in accordance with and be subject to the Regulations and the facilities and requirements of the relevant system concerned and, subject thereto, in accordance with any arrangements made by the Board pursuant to Article 12.

Transfer of certificated shares

28. Subject to the restrictions in these Articles, any member may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the Board may approve. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee and where some only of the certificated 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 issued in lieu without charge.

Entry in Register

29. In relation to all transfers of both certificated and uncertificated shares 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 of the share.

Right to refuse registration of transfers

30. (1) The Board may, in its absolute discretion, refuse to register any transfer of, or which includes, certificated shares which are not fully paid up or any transfer of shares upon which the Company has a lien and may also refuse to register a transfer of uncertificated shares in such circumstances as may be permitted by the Regulations and the requirements of the relevant system concerned provided always that any refusal under this Article 30(1) is not such as to prevent dealings in the shares from taking place on an open and proper basis.
- (2) The Board may also refuse to register a transfer unless:
- (a) the transfer duly stamped (if stampable) is left at the Office or at such other place as the Board may decide for registration and, where certificated shares are being transferred, is accompanied by the certificate for such shares (except in the case of a transfer by a market nominee, unless certificates have been issued in respect of the shares) and such other evidence (if any) as the Board may reasonable require to show the right of the transferor to make the transfer;
 - (b) the transfer is in respect of only one class of share; and
 - (c) the transfer is in favour of not more than four transferees.

Notice of refusal of transfer

31. If the Board refuses to register a transfer it shall, in respect of certificated shares, within two months after the date on which the transfer was lodged or, in respect of uncertificated shares, the date on which the appropriate instruction was received by or on behalf of the Company, in each case in accordance with the facilities and requirements of the relevant system concerned, send to the transferee notice of the refusal and otherwise comply with the provisions of Section 771 of the Act .

No fee payable

32. No fee shall be charged for registration of a transfer or other document relating to or affecting the title to any share or for making any entry in the Register.

Retention of instruments

33. All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Board refuses to register shall (except in any case where fraud or any other crime involving dishonesty is suspected in relation to such transfer) be returned to the person presenting it when notice of the refusal is given.

Register may be closed

34. The Register may be closed at such times and for such period as the Board may from time to time determine, provided that the Company shall at all times comply with Sections 113 and 114 of the Act.

Renunciations and other methods of transfer

35. Nothing in these Articles shall preclude:-
- (a) the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person; or
 - (b) title to any securities of the Company being transferred other than in writing in accordance with such arrangements as may from time to time be permitted by the Statutes and approved by the Board.

Destruction of transfers and other documents

36. (1) The Company shall be entitled to destroy all instruments of transfer of shares which have been registered at any time after the expiration of six years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of three years from the date of such cancellation or cessation and all notifications of change of name and address after the expiration of one year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-
- (A) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
 - (B) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled.
- (2) In this Article references to the destruction of any document includes references to the disposal thereof in any manner and references to instruments of transfer shall include in relation to uncertificated shares, instructions and/or notifications made in accordance with the relevant system concerned relating to the transfer of such shares.
- (3) The provisions of this Article in relation to uncertificated shares shall apply only to the extent the same are consistent with the Regulations.

TRANSMISSION OF SHARES

Transmission of shares and as to survivorship

37. In the case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

Election of persons entitled by transmission

38. A person becoming entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law may, upon producing such evidence as to his title as the Board may require, (and, in the case of uncertificated shares, subject to compliance with such other procedures (consistent with the requirements and facilities of the relevant system concerned) as the Board may determine) and subject as hereinafter provided, elect either to be registered himself as the holder of the share or elect to have some person nominated by him registered as the holder of the share.

Notice in writing of election

39. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share (and, in the case of uncertificated shares, subject to compliance with such other procedures (consistent with the requirements and facilities of the relevant system concerned) as the Board may determine). All the provisions of these Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer signed by the person from whom the title by transmission is derived and the death or bankruptcy of the member or other event giving rise to the transmission by operation of law had not occurred.

Rights of person entitled by transmission

40. (1) A person becoming entitled to a share in consequence of a death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share and shall have the same rights in relation to the share as he would have if he were the holder except that, until he becomes the holder, he shall not be entitled to attend or vote at any meetings of the Company or any separate meetings of the holders of any class of shares in the Company.
- (2) The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and, if after ninety days the notice has not been complied with, the Board may withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

If call not paid notice may be served

41. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may, at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any accrued interest and any costs charges and expenses incurred by the Company by reason of the non-payment.

Form of notice

42. The notice shall name a further day (not being less than seven clear days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that in the event of non-payment on or before the day and at the place appointed the shares on which the call was made will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited and, in such case, references in these Articles to forfeiture shall include surrender.

If notice not complied with shares may be forfeited

43. If the requirements of any such notice are not complied with, any share, in respect of which such notice has been given, may at any time thereafter before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of forfeiture to be given

44. When any share has been forfeited in accordance with these Articles, notice of forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry that such notice has been given, with the relevant date, shall forthwith be made in the Register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry.

Power to annul forfeiture

45. The Board may, at any time before the forfeited share has been sold, re-allotted or otherwise disposed of, annul the forfeiture upon payment of all calls and interest due on and expenses incurred in respect of the share and upon such further conditions (if any) as it thinks fit.

Forfeited shares may be sold

46. Subject to the provisions of the Statutes every share which shall be forfeited shall thereupon become the property of the Company and may be sold, re-allotted or otherwise disposed of, either, to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board thinks fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Board for purposes of a disposal may, in respect of certificated shares, authorise some person to execute an instrument of transfer or, in the case of uncertificated shares, authorise some person in accordance with the facilities and requirements of the relevant system concerned to transfer the shares forfeited to, or in accordance with the directions of, any person to whom the same has been sold or disposed of.

Arrears to be paid notwithstanding forfeiture

47. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and in respect of certificated shares shall surrender to the Company for cancellation the certificate for the shares forfeited, but shall remain liable (unless payment is waived in whole or in part by the Board) to pay to the Company all moneys payable by him on or in respect of those shares at the time of forfeiture, together with interest from the time of forfeiture until payment at such rate as the Board shall decide, in the

same manner as if the shares had not been forfeited. He shall also be liable to satisfy all the claims and demands (if any) which the Company might have enforced in respect of the shares at the time of forfeiture. No deduction or allowance shall be made for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

Claims etc. against the Company extinguished by forfeiture

48. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Statutory declaration of forfeiture

49. A statutory declaration by a Director or the Secretary that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and shall (subject to any necessary transfer) constitute a good title to the share. The person to whom the share is sold, re-allotted or disposed of shall be registered as the holder thereof, and shall not be bound to see to the application of the consideration for the disposal (if any); nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings connected with the forfeiture, sale re-allotment or disposal of the share.

DISCLOSURE OF INTERESTS IN SHARES

Suspension of rights for non-disclosure of interest

50. (1) If a member, or a person appearing to be interested in shares held by a member, has been served with a notice under section 793 of the Act ("section 793") and is in default for the prescribed period (as that expression is defined in paragraph 6(b) of this Article) in supplying the required information to the Company the Board may by a notice (a "direction notice") to the member direct that, in relation to the shares in respect of which the default has occurred (the "default shares"), the member is not entitled to vote, either personally or by proxy, at any General Meeting or a class meeting or to exercise any other right conferred by membership in relation to General Meetings or Separate General Meetings of the holders of any class of shares.
- (2) If the default shares represent at least 0.25 per cent of the issued shares of a class, the direction notice may also direct that:
- (a) dividends and other sums that would otherwise be payable in respect of the default shares shall (in whole or in part) be retained by the Company without liability to pay interest on the sum withheld if and when it is paid to the member;
 - (b) a transfer of the default shares, or of shares which include or might include default shares, which is not an approved transfer shall not be registered unless:
 - (i) the member is not himself in default as regards supplying the information required; and

- (ii) the transfer relates to part only of the member's holding and, when presented for registration, is accompanied by a certificate by the member in a form satisfactory to the Board to the effect that, after due and careful enquiry, the member is satisfied that none of the shares to which the transfer relates is a default share.
- (3) The Board shall send a copy of the notice to each other person appearing to be interested in the shares the subject of a direction notice but its failure or omission to do so shall not invalidate the notice.
- (4) A direction notice shall have effect in accordance with its terms for so long as the default continues and (unless the direction notice provides otherwise) for a further period of seven days but shall cease to have effect in relation to default shares which are transferred by an approved transfer.
- (5) If, whilst a direction notice has effect in respect of a share, another share is allotted as of right pursuant to the rights attached to such share the direction notice shall also apply to that other share as if it were a default share. For this purpose, shares which the Company allots, or procures to be offered, pro rata (disregarding fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with issuing or offering shares outside the United Kingdom) to holders of shares of the same class as the default share shall be treated as shares allotted in right of existing shares from the date on which the allotment is unconditional or, in the case of shares so offered, the date of the acceptance of the offer.
- (6) For the purpose of this Article:
 - (a) a person is treated as appearing to be interested in shares if the member holding the shares has given a notice to the Company under section 793 which either:
 - (i) names that person as being interested; or
 - (ii) fails to establish the identities of those interested in the shares and (after taking into account the notice and any other relevant notification under section 793) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares;
 - (b) the prescribed period is fourteen clear days from the date of service of the notice under section 793
 - (c) a transfer is an approved transfer if:
 - (i) it is a transfer of shares to an offeror as a result of the acceptance of a take-over offer (as defined in section 974 of the Act); or
 - (ii) the Board is satisfied that the transfer is made pursuant to a sale of the whole of the beneficial ownership of the shares to a party unconnected with

the member and with the other persons appearing to be interested in the shares; or

- (iii) the transfer results from a sale made through a recognised investment exchange (as defined in the Financial Services and Markets Act 2000) or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded.

- (7) The provisions of this Article are without prejudice to the provisions of sections 793 and 794 of the Act and, in particular, the Company may apply to the Court under section 794(1) of the Act whether or not these provisions apply or have been applied.

STOCK

Re-conversion of stock into shares

- 51. The Company in General Meeting may by Ordinary Resolution re-convert any stock into paid-up shares of any denomination in accordance with the provisions of Section 620 of the Act.

Transfer of stock subject to minimum amount

- 52. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same provisions of these Articles as would have applied to the shares from which the stock arose if they had not been converted or as near to them as the circumstances admit, but no stock of any class shall be transferable except in sums of such amount (not exceeding £1) as the Board may from time to time prescribe as the minimum amount of stock of that class to be transferred or multiples thereof provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights and privileges of holders of stock

- 53. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

Meaning of "stock" and "stockholder"

- 54. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

Increase of capital by ordinary resolution

- 55. The Company in General Meeting may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

New shares subject to same provisions as original capital

56. Any new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original capital.

ALTERATIONS OF CAPITAL

57. (1) The Company in General Meeting may by Ordinary Resolution consolidate and divide or sub-divide its shares or any of them in accordance with Section 618 of the Act and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

Cancellation of shares

- (2) 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 share capital by the amount of the shares so cancelled

Fractional entitlements on consolidation of shares

58. If as a result of any consolidation of shares any members would become entitled to fractions of a share, the Board may deal with the fractions as it thinks fit and in particular may (on behalf of those members) sell the shares representing the fractions to any person (including, subject to the provisions of the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members (except that any proceeds less than a sum fixed by the Board may be retained for the benefit of the Company). For the purpose of any such sale the Board may, in respect of certificated shares, authorise some person to execute an instrument of transfer of the shares or, in the case of uncertificated shares, authorise some person, in accordance with the facilities and requirements of the relevant system concerned, to transfer the shares to or as directed by the purchaser, who 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 relating to the sale.

Reduction of capital

59. The Company may by Special Resolution reduce its share capital and any capital redemption reserve or share premium account in any manner authorised and with and subject to any incident prescribed or allowed by the Statutes.

GENERAL MEETINGS

When General Meetings to be held

60. A General Meeting shall be held in every year as the Annual General Meeting of the Company (and specified as such in the Notice convening the meeting), at such time (subject to any requirements of the Statutes) and place as may be determined by the Board. The General Meetings referred to in this Article shall be called Annual General Meetings. All other General Meetings shall be called General Meetings.

When Meetings to be called

61. The Board may call a General Meeting (other than an Annual General Meeting which shall be called in accordance with Article 60) whenever it thinks fit, and, on the requisition of members in accordance with the Statutes, it shall forthwith convene a General Meeting in accordance with the requirements of the Statutes. A General Meeting may also be called in accordance with Article 121.

Business at General Meeting on requisition

62. In the case of a General Meeting called in pursuance of a requisition, unless such meeting shall have been called by the Board, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

Notice of General Meetings

63. (1) Fourteen clear days' notice at the least or (in the case of an Annual General Meeting) twenty working days' notice at the least shall be given in manner hereinafter mentioned to such members as are, under these Articles entitled to receive notices from the Company and also to the Auditors and to each Director.
- (2) For the purposes of giving notice to members of any General Meeting the Board may determine that the members entitled to receive such notices are the persons entered on the Register at the close of business on a day determined by them, such day not being more than 21 days before the day that the notice of General Meeting is despatched.

Consent to short notice

64. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:-
- (A) In the case of a meeting called as an Annual General Meeting, by all the members having the right to attend and vote thereat; and
- (B) In the case of any other meeting, by a majority in number of the members having that right together holding not less than 95 per cent in nominal value of the shares giving that right (excluding any shares in the Company held as treasury shares).

Contents of Notice

65. Every notice of meeting shall:
- (A) specify the place, the day and the hour of meeting, and in the case of an Annual General Meeting, shall specify the meeting as such, and in the case of special business, the general nature of such business, and the notice convening a meeting to pass a Special Resolution shall also specify the intention to propose the resolution as a Special Resolution;
- (B) specify a time, not being more than 48 hours before the time fixed for the meeting, by which a person must be entered on the Register in order to have a right to attend and vote at the meeting. Changes made

to entries on the Register after the time so specified shall be disregarded in determining the rights of any person to attend or vote at the meeting; and

- (C) state with reasonable prominence that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote thereat instead of him and that a proxy need not be a member.

Accidental omission to give notice

- 66. Pursuant to Section 313 of the Act the accidental omission to give notice of any meeting or a resolution to be moved at a meeting to, or the non-receipt of any such notice by one or more persons entitled to receive notice, shall not invalidate any resolution passed or proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

Special business

- 67. All business shall be deemed special that is transacted at a General Meeting, including all business that is transacted at an Annual General Meeting, with the exception of sanctioning dividends, the consideration of the profit and loss account, balance sheet, and group accounts (if any) and other documents including the reports of the Directors and Auditors required by law to be attached or annexed thereto (including without limitation the Directors' Remuneration Report), the election of Directors and other officers in the place of those retiring by rotation or otherwise, the voting of remuneration or extra remuneration to the Directors, and the appointment and fixing of the remuneration of the Auditors.

Quorum

- 68. (1) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Except as otherwise provided by these Articles, three members present in person or by proxy and entitled to vote shall be a quorum for all purposes. A corporation which is a member shall be deemed to be personally present for the purpose of this Article if represented by its representative duly authorised in accordance with Article 79.
- (2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may decide, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of General Meeting

- 69. At each General Meeting the Chairman of the Board or in his absence the Deputy Chairman shall preside as the Chairman of the meeting. If there be no such Chairman or Deputy Chairman or if at any meeting neither of them be present within fifteen minutes after the time appointed for holding the meeting, or if they be unwilling to preside, the Directors present may choose one of

their number to preside as Chairman of the meeting and in default of their doing so the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to preside as the Chairman of the meeting.

Directors entitled to attend and speak

70. Whether or not he is a member, a Director shall be entitled to attend and speak at any General Meeting of the Company and at any Separate General Meeting of the holders of any class of shares of the Company.

Power to adjourn meeting

71. With the consent of any meeting at which a quorum is present the Chairman of the meeting may (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 any adjourned meeting except business which might lawfully 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 of the adjourned meeting shall be given in like manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

How questions to be decided at meetings

72. (1) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (A) By the Chairman of the meeting; or
 - (B) By at least three members present in person or by proxy, having the right to vote on the resolution; or
 - (C) By a member or members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares in the Company held as treasury shares); or
 - (D) By a member or members present in person or by proxy holding shares conferring the right to vote on the resolution, 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 (excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares) and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.
- (2) Unless a poll is so demanded and the demand is not withdrawn before the poll is taken, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against such resolution.

How poll to be taken

73. If a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Casting vote of Chairman

74. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

When poll to be taken

75. A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman of the meeting directs.

Business may proceed notwithstanding demand for poll

76. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

VOTES OF MEMBERS

Votes of members

77. Subject to any special terms as to voting upon which any shares may have been issued or may for the time being be held, upon a show of hands every member present in person or by one or more proxies shall have one vote only, and upon a poll every member present in person or by one or more proxies shall have one vote for every share held by him.

Joint holders

78. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

Vote by corporation

79. Subject to the provisions of section 323 of the Act any corporation which is a member of the Company may, by resolution of its Directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of members of the Company, and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or they represent(s) as that corporation could exercise if it were an individual member of the Company, including power, when personally present, to vote on a show of hands.

Voting rights of member incapable of managing their affairs

80. 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 in the nature of a receiver or curator bonis appointed by the court, and the receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming the right to vote shall be produced at the Office (or at such other place as may be specified for the deposit of instruments appointing a proxy) not later than the last time by which an instrument appointing a proxy must be deposited in order to be valid for use at the meeting or adjourned meeting or on the holding of the poll at or on which that person proposes to vote and, in default, the right to vote shall not be exercisable.

Restrictions on voting power

81. No member shall, unless the Board otherwise determines, be entitled to be present or to vote, either in person or by proxy, at any General Meeting or upon any poll or to exercise any privilege as a member in relation to meetings of the Company in respect of any shares held by him if either:
- (A) Any calls or other moneys due and payable in respect of those shares remain unpaid; or
 - (B) He has been served with a direction notice as provided by Article 50(1) in respect of those shares and such notice has not ceased to have effect.

Votes may be given personally or by proxy

82. On a show of hands or on a poll votes may be given either personally or by proxy.

Appointment of proxy

83. (1) Subject to Article 83 (2) the instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised. The Board may, but shall not be bound to, require evidence of the authority of the officer or attorney.
- (2) To the extent and in any manner permitted by the Statutes the Regulations and the UK Listing Authority, the Board may decide to accept instruments of proxy delivered electronically or by any other data transmission process subject to any limitations, restrictions or conditions it decides and Article 83(1) does not apply to instruments of proxy delivered in such manner. Notwithstanding the foregoing, the Secretary or such other person authorised for such purpose by the Board may require such evidence as he thinks appropriate as to the validity and effectiveness of such an instrument of proxy.
- (3) A proxy need not be a member of the Company and a member may appoint more than one proxy to attend on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.

Form of instrument of proxy

84. An instrument of proxy shall be in any usual or common form or in any other form which the Board shall approve or the Statutes shall require but except in relation to proposals relating to procedural resolutions shall be so worded that a member may vote for or against the resolution in question. The proxy shall be deemed to include the right to demand or join in demanding a poll and generally to act at the meeting for the member giving the proxy. The proxy shall, unless it states to the contrary, be valid for an adjournment of the meeting as well as for the meeting to which it relates.

Instruments of proxy valid for 12 months

85. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.

Deposit of instruments of proxy

86. Other than such an instrument delivered pursuant to Article 83(2) the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Office or such other place as the Board may from time to time determine. An instrument of proxy delivered electronically or by any other data transmission process pursuant to Article 83(2) shall be deposited in such manner as the Board shall from time to time determine. In either case the instrument of proxy shall be delivered not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting (or twenty-four hours before the time for the taking of a poll where such poll is taken more than forty eight hours after it was demanded or the time at which a poll is demanded where such poll is taken not more than forty eight hours after it was demanded) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting or on the poll concerned. In calculating the periods of 48 and 24 hours mentioned in this Article and Article 87, no account is to be taken of any part of a day that is not a working day unless the Directors decide otherwise in relation to a specific General Meeting.

When vote by proxy valid though authority revoked

87. A vote given in accordance with the terms of an instrument or proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting (or twenty-four hours before the time for the taking of a poll where such poll is taken more than forty eight hours after it was demanded or the time at which a poll is demanded where such poll is taken not more than forty eight hours after it was demanded) at which the instrument of proxy is used.

Objections to validity of votes

88. 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all

purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

PRESIDENT

- 88A The Company in General Meeting may by Ordinary Resolution elect any person (whether a member of the Company or not) to the Honorary Office of President for his or her life. The President shall not by virtue of his or her office as such have any powers or duties in relation to the management of the business of the Company and shall not by virtue of his or her office as such be a Director

DIRECTORS

Number of Directors

89. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

Appointment of Directors by the Company

90. Subject to the provisions of those Articles and without prejudice to the powers of the Board under these Article to appoint any person to be a Director, the Company may by Ordinary Resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors must not at any time exceed any maximum number fixed by or in accordance with these Articles.

Ordinary remuneration of non-executive Directors

91. The non-executive Directors shall be paid out of the funds of the Company by way of ordinary remuneration for their services as Directors such aggregate fees not exceeding £500,000¹ as the Board shall from time to time decide (or such greater sum as the Company shall by Ordinary Resolution determine) and such fees shall be divided among the non-executive Directors in such proportion and manner as the Board may agree or, failing agreement, equally. A non-executive Director holding office for part only of a year shall be entitled to a proportionate part of a full year's fees.

Remuneration of non-executive Directors for extra services

92. Any non-executive Director (not being also the Chairman or Deputy Chairman) who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

Expenses

93. A Director shall be paid out of the funds of the Company all travelling, hotel and other expenses properly incurred by him in and about the business of the Company.

Directors need not be members

¹ [Increased from £350,000 to £500,000 by Special Resolution of the Company dated 17 May 2018].

94. A Director need not be a member of the Company. A Director who is not a member shall nevertheless be entitled to attend and speak at shareholders meetings.

Vacation of office of Director

95. (1) The office of a Director shall be vacated:
- (A) If he becomes bankrupt or makes an arrangement or composition with his creditors generally or applies to the Court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement; or
 - (B) If he is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or an order is made by a court (whether in the United Kingdom or elsewhere) for his detention or for the appointment of some person to exercise powers with respect to his property or affairs; or
 - (C) If he is convicted of an indictable offence (not being an offence which, in the opinion of the Board does not affect his character or position as a Director of the Company); or
 - (D) If he is absent from the meetings of the Board for a period of six months without leave expressed by a resolution of the Board and the Board resolves that his office be vacated; or
 - (E) If he is removed or becomes prohibited from being a Director under any provision of the Statutes; or
 - (F) If (not being precluded from so doing by any contract between him and the Company) he gives the Company notice in writing that he resigns his office; or
 - (G) If he is requested to resign by a notice (which may consist of several documents each signed by one or more Directors) signed by all the other Directors.
- (2) A resolution of the Board declaring that a Director has vacated office under this Article shall be conclusive as to that fact and as to the ground of vacation as stated in the resolution.

DIRECTORS' INTERESTS

Directors' interests and voting

96. (1) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine.
- (2) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

- (3) A Director may be or become a director or other officer of any company promoted by the Company or in which it may be interested as a shareholder or otherwise, and (unless the Board shall otherwise direct) no such Director shall be accountable for any remuneration or other benefits received by him as a director, officer or member of such company. The Board may exercise the voting power conferred by the shares in any such company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing any of the Directors to be directors or officers of such company or voting or providing for the payment of remuneration to the directors or officers of such company.
- (4) A Director shall not vote or be counted in the quorum on a resolution of the Board concerning his own appointment as the holder of an office or place of profit with the Company or another company in which the Company is interested (including the arrangement or variation of its terms or its termination).
- (5) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) or two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not otherwise debarred from voting under the provisions of paragraph 8(iii) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (6) Subject to the Statutes and to the next paragraph of this Article, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any office or place of profit or as vendor or purchaser or in any other manner. No contract or arrangement in which a Director is interested shall be liable to be avoided. The Director shall not be liable to account to the Company or the members for any remuneration, profit or other benefits realised by the contract or arrangement by reason of his holding that office or of the resulting fiduciary relationship.
- (7) A Director who to his knowledge is interested, whether directly or indirectly, in a contract or arrangement or proposed contract or arrangement with the Company must declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or, in any other case, at the first meeting of the Board after he knows that he is or has become interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or that he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him (within the meaning of Section 252 of the Act) shall (if the Director gives the notice at a meeting of the Board or takes reasonable steps to secure that it is brought up and read at the next

meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to the contract or arrangement.

- (8) Except as otherwise provided by these Articles, a Director shall not vote (or be counted in the quorum at a meeting) on any resolution of the Board relating to any contract or arrangement or any other proposal whatsoever in which he has an interest which (together with any interest of any person connected with him within the meaning of Section 252 of the Act) is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through the Company and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:
- (i) relating to any contract or arrangement for giving to the Director security or a guarantee or indemnity in respect of:
 - (a) money lent by him or obligations undertaken by him or by any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings; or
 - (b) a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or part under a guarantee or indemnity or by the giving of security;
 - (ii) relating to any arrangement or proposal where the Company or any of its subsidiary undertakings is offering securities in which offer the Director is, or may be, entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which the Director is to participate;
 - (iii) relating to another company in which he (together with persons connected with him within the meaning of section 252 of the Act) do not to his knowledge hold an interest in shares (as that term is used in sections 820 to 825 of the Act) representing one per cent or more of either any class of the equity share capital, or the voting rights, in such company;
 - (iv) relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; or
 - (v) concerning insurance which the Company proposes to maintain or purchase for the benefit of the Directors or for the benefit of persons including the Directors.
- (9) If any question arises at any meeting as to the materiality of the interest of a Director or as to the entitlement of a Director (in each case, other than the Chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum it shall be referred to the Chairman of the meeting. His ruling shall be

final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to the Director has not been fairly disclosed to the meeting. If the question relates to the Chairman of the meeting, it shall be decided by a resolution of the Board (for which purpose the Chairman of the meeting shall be counted in the quorum but may not vote). The resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman of the meeting as known to him has not been fairly disclosed to the Board.

- (10) The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.
- (11) For the purposes of Section 175 of the Act, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a Director under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. Such authorisation shall be effective only if:
 - (i) the matter in question shall have been proposed in writing for consideration at a meeting of the Directors, in accordance with the Board's normal procedures or in such other manner as the Directors may approve;
 - (ii) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director (together the "Interested Directors"); and
 - (iii) that matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.
- (12) Any authorisation of a matter pursuant to Article 96(11) shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.
- (13) Any authorisation of a matter under Article 96(11) shall be subject to such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the Directors at any time. A Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation.
- (14) A Director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the Directors under this Article and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

POWERS OF BOARD

Powers of Board

97. The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Directors may arrange for conduct of business through subsidiary companies

98. The Board may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies, and it may, on behalf of the Company, make such arrangements as it thinks advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and it may appoint, remove and re-appoint any person (whether a member of its own body or not) to act as a director, managing director or manager of any such company or any other company in which the Company may be interested, and may determine his remuneration (whether by way of salary, commission on profits or otherwise) , and any Director may retain any remuneration payable to him in respect of the appointment.

Power to establish local boards or agencies

99. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

100. The Board may by power of attorney appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to keep Overseas Branch Registers

101. The Board may make and vary any such regulations as it may think fit respecting the keeping of Overseas Branch Registers of members pursuant to Section 129 of the Act.

Power to establish superannuation schemes etc

102. The Board may exercise all the powers of the Company to:-
- (A) pay, provide or procure the grant of pensions or other retirement or superannuation benefits and death, disability or other benefits, allowances or gratuities to any person who is or was at any time in the employment or service of the Company or of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company or who is or was at any time a Director (other than a non-executive Director) or officer of the Company or a director or officer of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company and the wives, widows, families and dependants of any such persons and for that purpose the Board may procure the establishment and maintenance of, or participate in, or contribute to, any non-contributory or contributory pension or superannuation fund, scheme or arrangement and pay any insurance premiums;
 - (B) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other companies or persons as are mentioned in paragraph (A) of this Article; and
 - (C) to subscribe or guarantee money for a charitable or benevolent objects or for any exhibition or for any public, general or useful object.

Power to purchase and maintain Directors' and officers' liability insurance

103. The Board shall have power to purchase and maintain insurance for the benefit of any person who is or was a Director, officer or employee of the Company or a director officer or employee of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect, or of any subsidiary undertaking of the Company or of any such other company or who is or was at any time trustee of any retirement benefits scheme or any other trust in which employees of the Company or any such other company or subsidiary undertaking are interested, including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the meanings respectively ascribed to them in the Act.

Power to authorise signatures and acceptances

104. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company

shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

Power to borrow money

105. (1) The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present or future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for a debt, liability or obligation of the Company or a third party.
- (2) The Board shall restrict the borrowings of the Company, and exercise all other rights and powers of control which the Company has in relation to its subsidiaries, so as to secure (but, in relation to subsidiaries, only insofar as the rights and powers of the Company enable the Board to do so) that the aggregate outstanding principal amount of all borrowings of the Group does not, without the sanction of an Ordinary Resolution, exceed 3 times the adjusted share capital and reserves.
- (3) For the purpose of paragraph (2):
- (a) the 'Group' at any time comprises the Company and its subsidiaries at that time;
 - (b) the 'adjusted share capital and reserves' at any time is an amount equal to the aggregate of:
 - (i) the amount of the share capital of the Company paid-up or credited as paid-up; and
 - (ii) the amount standing to the credit of reserves (including share premium account, capital redemption reserve and profit and loss account) less any debit balance on profit and loss account (except to the extent that a deduction has already been made);
- all as shown in the then last audited balance sheet of the company, but after:
- (iii) making adjustments to reflect variations in the paid-up share capital or the reserves since the date of the balance sheet and, for this purpose:
 - (A) if the Company has issued shares for, cash and the issue has been underwritten the- amounts (including any premium) to be subscribed within three months after the date of allotment are deemed to have been paid up at the date when the issue was underwritten or, if the underwriting was conditional, on the date when it became unconditional; and
 - (B) share capital (including any premium) shall be deemed to have been paid up as soon as a

person has unconditionally agreed to subscribe for it or take it up;

- (iv) making adjustments in respect of variations in the interest of the Company in its subsidiaries since the date of the balance sheet;
 - (v) making adjustments in respect of distributions declared, recommended, made or paid by the Company or its subsidiaries (otherwise than attributable directly or indirectly to the Company) out of profits earned up to and including the date of the balance sheet to the extent that the distributions are not provided for in the balance sheet;
 - (vi) making adjustments to take account of revaluations of the fixed assets of the Company and its subsidiaries made by independent professional valuers;
 - (vii) excluding amounts set aside for taxation; and
 - (viii) making such other adjustments as the Auditors, after consultation with the Company, consider appropriate;
- (c) the audited balance sheet referred to is the then latest audited balance sheet of the Company unless there has for the same period been prepared a consolidated balance sheet of the Company and its subsidiaries. In that event the audited balance sheet is the consolidated balance sheet and references to reserves and profit and loss account are to the consolidated reserves and consolidated profit and loss account, amounts attributable to outside interests and to subsidiary undertakings which are not subsidiaries being excluded;
- (d) 'borrowings' include the following to the extent that they would not otherwise be taken into account:
- (i) the principal amount of debentures of a member of the Group, whether or not issued or incurred for a consideration which is wholly cash, which are not beneficially owned by a member of the Group;
 - (ii) amounts outstanding in respect of acceptances by a bank or accepting house under an acceptance credit opened on behalf and in favour of a member of the Group, excluding acceptances of trade bills for the purchase of goods in the ordinary course of business;
 - (iii) the nominal amount of any issued and paid up share capital and the principal amount of any debenture of, or amount borrowed by, any person, which is not owned beneficially by a member of the Group but the redemption or repayment of which is the subject of a guarantee or indemnity by a member of the Group, or

wholly or (to the extent of the part secured) partly secured on the undertaking or assets of a member of the Group;

- (iv) the nominal amount of any issued and paid up preference share capital of a subsidiary which is not owned beneficially by a member of the Group;
- (v) any fixed or minimum premium payable on final repayment of any borrowings (within the meaning of this paragraph);

but:

- (vi) do not include sums owing by one member of the Group to another or (if the creditor is not a wholly owned member of the Group) a due proportion of the sums owing;
 - (vii) sums borrowed for the purpose of, and within six months of being borrowed applied in, repaying sums previously borrowed by a member of the Group are not taken into account pending the application;
 - (viii) a proportion of the borrowings of a partly-owned subsidiary, which would otherwise be included, corresponding to the proportion of its equity share capital not owned, directly or indirectly, by the Company is not taken into account;
 - (ix) sums borrowed to finance a contract in respect of which the Group has the benefit of a guarantee or insurance by the Export Credits Guarantee Department or by another governmental department fulfilling a similar function are not taken into account to the extent of the amount guaranteed or insured;
- (e) a sum which is to be taken into account in determining borrowings and which is denominated or repayable (or repayable at the option of a person other than a member of the Group) in a currency other than sterling shall be converted for the purpose of calculating the sterling equivalent at the rate of exchange prevailing in London on the day when the amount of borrowings is to be determined or, if the amount of borrowings would as a result be less, at the rate of exchange prevailing in London six months before that date. For this purpose, the rate of exchange on a day is the rate prevailing at the close of business on that day or, if it is not a business day, on the last preceding business day.
- (4) A certificate by the Auditors as to the amount of the adjusted capital and reserves or the amount of any borrowings is conclusive for the purpose of this Article. The Board may act on bona fide estimates of the amounts of the adjusted share capital and reserves and borrowings and, if as a result the limit imposed by this Article is exceeded, the excess shall be disregarded until the expiration of six

months from the date when the Board, by reason of a certification by the Auditors or otherwise, become aware of this.

- (5) No debt incurred or security given in respect of moneys borrowed or to be taken into account as moneys borrowed in excess of the limit imposed by this Article shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security, at the time when the debt was incurred or security given, that the limit has been or would be exceeded. A lender or other person dealing with the Company shall not be concerned to see or enquire whether the limit is observed.

EXECUTIVE OFFICE

Board may appoint one of its body to an executive office

106. The Board may appoint one or more of its body to an executive office including the office of Chairman, Deputy Chairman, Chief Executive, Managing Director or any other executive office for such period and upon such terms as it thinks fit. Without prejudice to any claim a Director may have for damages for breach of any contract of service between him and the Company, his appointment will automatically determine if he ceases from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Board resolves that his term of executive office should be determined.

Remuneration of Director holding executive office

107. A Director appointed to an executive office pursuant to the last preceding Article shall, in addition to the remuneration (if any) payable to him as a Director under any other provisions of these Articles, receive such remuneration (whether by way of salary commission or participation in profits or of any other description, or partly in one way and partly in another) as the Board may determine, which remuneration may include the payment to any Director (other than a non-executive Director) so appointed or his widow, children or dependants of a pension or other benefits on or after retiring from such executive office and the pension or other benefits may be paid notwithstanding that on retirement from such executive office the Director who was appointed thereto remains a Director.

Delegation of powers to individual Directors holding executive office

108. The Board may entrust to and confer upon any Director holding executive office any of the powers exercisable by it (except the power to make calls, forfeit shares, borrow money or issue debentures) upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF DIRECTORS

Retirement of Directors

109. (1) At each Annual General Meeting any Director who has been appointed by the Board since the previous Annual General Meeting and any Director to retire by rotation shall retire from office.

- (2) A retiring Director shall be eligible for election or re-election and (unless he is removed from office or his office is vacated in accordance with these Articles) shall retain office until the close of the Meeting at which he retires or (if earlier) when a Resolution is passed at that Meeting not to fill the vacancy or to elect another person in his place or the Resolution to elect or re-elect him is put to the Meeting and lost.
- (3) If at any Meeting at which the election or re-election of a Director ought to take place the office vacated by a retiring Director is not filled up, the retiring Director, if willing to act, shall be deemed to be elected or re-elected, unless at the Meeting a Resolution is passed not to fill the vacancy or to elect another person in his place or unless the Resolution to elect or re-elect him is put to the Meeting and lost.

Selection of Directors to retire by rotation

- 110. (1) At each Annual General Meeting
 - (a) one-third of the Directors or, if their number is not an integral multiple of three, the number nearest to one-third but not exceeding one-third shall retire from office (but so that, if there are fewer than three Directors who are subject to retirement by rotation, only one Director shall retire); and
 - (b) any Director who would not otherwise be required to retire by rotation in accordance with subparagraph (a) above, but who at the date of such Meeting would (but for the operation of this subparagraph (b)) have held office at not less than three consecutive Annual General Meetings of the Company without retiring, shall retire from office.
- (2) The Directors to retire by rotation at each Annual General Meeting in accordance with subparagraph (a) above shall be the Directors who, at the date of the notice of the Meeting, have been longest in office since their last election or re-election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (3) The names of the Directors to retire by rotation shall be stated in the notice of the Annual General meeting or in any document accompanying the notice. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board at the start of business on the date of the notice convening the Annual General Meeting and no Director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the Directors after that time but before the close of the Meeting.

When candidate for office of Director must give notice

- 111. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for the office of Director at any General Meeting unless not less than seven nor more than forty two clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present

and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

Board may fill casual vacancy

112. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number authorised by these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election. A Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at the Annual General Meeting.

Removal of Director from office

113. Without prejudice to any provisions of the Statutes relating to the removal of Directors by Ordinary Resolution, the Company may by Special Resolution remove any Director (including a Chief Executive or Managing Director or any other Director holding executive office, but without prejudice to any claim for damages under any contract), before the expiration of his period of office, and may by Ordinary Resolution, subject to the provisions of Article 111, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Director not to vacate office on attaining age of 70

114. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

ALTERNATE DIRECTORS

Director may appoint an alternate Director

115. Any Director (other than an alternate Director) may at any time appoint another Director, or any other person approved by resolution of the Board, to act as his alternate and may at any time remove him from that office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor have power to appoint an alternate Director but shall otherwise be subject in all respects to the provisions of these Articles with regard to Directors and be entitled to be indemnified by the Company to the same extent as if he were a Director. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a

Director in the absence of the appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office or tendered at a meeting of the Board.

Responsibility of alternate Director

116. Every alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration (if any) of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between him and the Director appointing him.

LOCAL DIRECTORS

Power to appoint Local Boards

117. The Board may from time to time appoint any one or more persons employed by the Company to be a Local Director or Directors for such period and at such remuneration, either fixed or varying with profits or otherwise or partly by one method and partly by another, and on such other terms as the Board may from time to time think fit and may at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every Local Director so appointed, namely:-

- (A) A Local Director shall not be deemed to be a Director for any purpose.
- (B) The Board may from time to time entrust to and confer upon a Local Director for the time being such of the powers exercisable under these Articles by the Board as it may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient, and may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF THE BOARD

Meetings of Board and casting vote

118. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Notice of Board Meetings

119. A Director at any time may, and the Secretary on the requisition of a Director at any time shall, summon a Board meeting. Notice of a Board meeting shall

be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address (including an address for electronic delivery) given by him to the Company for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him (or to his alternate) at an address (including an address for electronic delivery) given by him to the Company for this purpose, but if no such request is made it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom.

Quorum for Board Meeting

120. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

Board may act notwithstanding vacancy

121. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose. If there are no Directors or no Director able or willing to act, then any two members may summon a General Meeting of the Company for the purpose of appointing Directors.

Chairman or Deputy Chairman to preside

122. The Director appointed by the Board to be Chairman pursuant to Article 106, shall preside at Board meetings but if at any meeting he shall not be present then the Director appointed by the Board to be Deputy Chairman pursuant to the said Article 106 shall, if present, preside at that meeting. If neither the Chairman nor the Deputy Chairman is present within five minutes after the time fixed for the holding of a Board meeting then the Directors present shall choose one of their number to act as Chairman of the meeting.

Quorum may act

123. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Power to appoint committees

124. The Board may delegate any of its powers (other than the power to borrow and make calls) and discretions (with power to sub-delegate) including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to, or the conferring of any other benefit on, all or any of the Directors to any committee consisting of such person or persons (whether Directors or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers or discretions unless a majority of those present are Directors. The Board may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person

dealing in good faith shall be affected by any revocation or variation. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall, in the exercise of the powers and discretions so delegated, conform to any regulations that may be imposed on it by the Board.

Proceedings of committees

125. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any regulations made by the Board under the last preceding Article.

Telephone meetings

126. A member of the Board, or of a committee of the Board, may participate in a meeting of the Board or the committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

Resolution without Board meeting valid

127. A resolution in writing signed or approved by letter, facsimile, telegram, email or other electronic form or telex by all the Directors entitled to notice of a meeting of the Directors or by all the members of a committee shall be as valid and effectual as if it had been passed at a Board meeting or a meeting of the committee duly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the Directors or members of the committee. For the purpose of this Article the signature or approval of an alternate Director entitled to notice of a meeting of Directors shall suffice in place of the signature of the Director appointing him.

Acts valid though appointment irregular

128. All acts bona fide done by the Board or by a committee or by any person acting as a Director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or committee or of the person so acting or that they or any of them were disqualified 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 to be a Director or member of the Committee and had continued to be a Director or member of the committee and had been entitled to vote.

MINUTES

Board to keep minutes

129. The Board shall cause minutes to be made in books provided for the purpose:-

- (A) Of all appointments of officers made by the Board;
- (B) Of the names of all the Directors present at each meeting of the Board and of any committee; and
- (C) Of all resolutions and proceedings of all meetings of the Company and of any class of members, and of the Board and of any committee (including any telephone meetings).

SECRETARY

Secretary

130. The Company shall have a Secretary and may also have a deputy or assistant Secretary who if for any reason the office of Secretary shall be vacant or if the Secretary is incapable of acting shall have all the powers and duties of the Secretary. The power of appointing and removing the Secretary and any deputy or assistant Secretary shall be exercisable by the Board and in making any such appointment the Board shall have regard to the requirements of the Statutes.

SEAL

Custody and use of Seal

131. (1) The Board shall provide for the safe custody of the Company's Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Every instrument to which the Company's Seal shall be affixed shall (subject to the provisions of Article 13) be signed by a Director and the Secretary or by two Directors or by some other person appointed by the Board for the purpose.
- (2) a document signed by a Director and the Secretary or by two Directors or in any other manner permitted by Section 44(2) of the Act and expressed (in whatever form of words) to be executed by the Company has the same effect as if it were under Seal. A document which makes it clear upon its face that it is intended by the persons making it to be a deed has effect upon delivery, as a deed.

AUTHENTICATION OF DOCUMENTS

Authentication of Documents

132. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any document affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board or any committee of the Board, and any books, records, documents or accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody of them shall be deemed to be a person appointed by the Directors under this Article. A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be,

that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS AND RESERVES

How profits to be distributed

133. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Dividend not to exceed amount recommended by Board

134. The Board shall lay before the Company in General Meeting a recommendation as to the amount (if any) which it considers should be paid by way of dividend, and the Company shall declare the dividend to be paid, but no such dividend shall exceed the amount recommended by the Board and a declaration by the Board as to the amount of the profits at any time available for dividends shall be conclusive.

Fixed and interim dividends

135. The Board may pay such interim dividends as appear to the Board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the Board whenever the financial position of the Company, in the opinion of the Board, justifies its payment. If the Board acts in good faith, none of the Directors shall incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

Dividend payable only out of profits

136. No dividend or interim dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company available for distribution by virtue of the Statutes.

Basis on which dividends are to be declared

137. All dividends shall be declared and paid according to the amounts paid otherwise than in advance of calls on the shares in respect whereof the dividend is paid. All dividends shall be apportioned and paid *pro rata* according to the amounts paid 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, such share shall rank for dividend accordingly.

Power to create reserve

138. Subject to the provisions of the Statutes, the Board may set aside out of the profits of the Company and carry to reserve such sums as it thinks proper, which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may properly be 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 as the Board may from time to time think fit. The Board may divide the reserve into such special funds as

it thinks fit, consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided, and the Board may also carry forward any profits without placing the same to reserve.

Calls or debts may be deducted from dividends

139. The Board may deduct from any dividend or other moneys payable to any member on or in respect of a share all such sums of money as may be due from him to the Company on account of calls or otherwise in relation to shares of the Company.

Dividend not to bear interest

140. No dividend or other money payable by the Company on or in respect of any share shall bear interest as against the Company unless otherwise provided by the rights attached to the shares.

Method of payment of dividend

141. (1) Any dividend or other sum payable on or in respect of a share may be paid:
- (a) by cheque or warrant sent by post to the registered address of the member or person entitled to it or, if two or more persons are the holders of the share or are jointly entitled to it, to the registered address of any one of them or to such person and such address as the holder or holders, or person or persons entitled, in writing direct. Every cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders in writing direct. The cheque or warrant shall be sent at the risk of the person entitled to the moneys represented by it; or
 - (b) by any bank or other fund transfer system or by such other means (subject always in the case of uncertificated shares to the facilities and requirements of the relevant system concerned) as the Board may consider appropriate.

The payment of the cheque or warrant or the transfer of funds by the bank or other system shall be a good discharge to the Company.

- (2) The Company shall have no liability in respect of sums lost or delayed in the course of payment by a method selected by the Board in accordance with this Article or where it has acted on the directions of the holder or holders or persons or persons entitled.

Unclaimed Dividends

142. Dividends and other sums payable on or in respect of shares which are unclaimed may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. The payment into a separate account of an unclaimed dividend or other sum payable on or in respect of a share shall not constitute the Company a trustee in respect of it and any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company.

Uncashed dividends

143. If cheques or warrants for dividends or other moneys payable in respect of a share sent by the Company to the person entitled to it are returned to the company or left uncashed on two consecutive occasions, or following one such occasion reasonable enquiries have failed to establish any new address of the registered holder, the Company shall not be obliged to send any dividends or other moneys payable in respect of that share due to that person until he notifies the Company of an address to be used for the purpose.

Dividend may be paid in specie

144. With the sanction of an Ordinary Resolution of the Company and on the recommendation of the Board, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company and where any difficulty arises in regard to the distribution, the Board may settle the difficulty as it thinks fit and may fix the value for distribution of the specific assets or any part of them, and may determine that cash payments be made to any members upon the footing of the value so fixed in order to secure equality of distribution, and may vest any of the specific assets in trustees upon such trusts for the persons entitled to the dividend as the Board may think fit.

Power to issue scrip dividends

145. The Board may with the sanction of an Ordinary Resolution of the Company offer the holders of ordinary Shares the right to elect to receive new Ordinary Shares credited as fully paid instead of cash in respect of the whole or part of such dividend or dividends as are specified by such resolution and in such case the following provisions shall apply:-
- (a) the said resolution may specify a particular dividend (whether or not already declared) or may specify all or any dividends declared within a specified period but such period may not end later than five years from the date of the meeting at which such Resolution is passed;
 - (b) the entitlement of each Ordinary Shareholder to new Ordinary Shares shall be such that the value thereof shall be as nearly as possible equal to (but not in excess of) the cash amount that such shareholder would have received by way of dividend and for this purpose the value shall be the average of the middle market quotations for the Company's Ordinary Share on the London Stock Exchange as derived from the Daily Official List on the day when such shares are first quoted "ex" the relevant dividend and the four subsequent dealing days;
 - (c) the basis of allotment shall be such that no member may receive a fraction of a share;
 - (d) the Board shall not proceed with an election unless there are sufficient unissued shares authorised for issue and sufficient reserves or funds that may be capitalised to give effect to it after the basis of allotment has been determined;
 - (e) the Board after determining the basis of allotment shall notify the holders of Ordinary Shares in writing of the right of election offered to them and specify the procedure to be followed and the place at which and the latest time by which duly completed forms of election must be lodged in order to be effective, provided that in relation to

uncertificated Ordinary Shares, the Board may make such other arrangements as it may in its absolute discretion think fit (subject always to the facilities and requirements of the relevant system concerned);

- (f) the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on Ordinary Shares in respect whereof the said election has been duly made ("the Elected Ordinary Shares") and instead additional Ordinary Shares shall be allotted to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purposes the Board shall capitalise out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the Board may determine a sum equal to the aggregate nominal amount of the additional Ordinary Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued Ordinary Shares for allotment and distribution to and amongst the holders of the Elected Ordinary Shares on such basis;
- (g) the additional Ordinary Shares so allotted shall rank *pari passu* in all respects with the fully paid Ordinary Shares then in issue save only as regards participation in the relevant dividend. Unless the Board otherwise determines (and subject to the Regulations and the facilities and requirements of the relevant system concerned) the Ordinary Shares so allotted shall be issued as certificated Ordinary Shares (where the Ordinary Shares in respect of which they have been allotted were on the record date determining the entitlements of members to make elections as described in this Article certificated Ordinary Shares) or as uncertificated Ordinary Shares (where the Ordinary Shares in respect of which they have been allotted were on the record date uncertificated Ordinary Shares) provided that if the Company is unable under the facilities and requirements of the relevant system concerned to issue Ordinary Shares in respect of the person entitled thereto as uncertificated Ordinary Shares able to be evidenced and transferred without a written instrument such Ordinary Shares shall be issued as certificated Ordinary Shares.
- (h) the Board may apply such exclusions or other arrangements as it may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders;
- (i) the Board may from time to time establish or vary a procedure for election mandates under which a holder of Ordinary Shares may, in respect of any future dividends for which a right of election pursuant to this Article, is offered, elect to receive Ordinary Shares in lieu of such dividend on the terms of such mandate;
- (j) the Board shall have the power to do all acts and things as it may consider necessary or expedient to give effect to the provisions of this Article.

CAPITALISATION OF PROFITS

Capitalisation of amounts available for distribution

146. The Company in General Meeting may upon the recommendation of the Board 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 Board 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.

Capitalisation of amounts not available for distribution

147. The Company in General Meeting may upon the recommendation of the Board 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 sum in paying up in full unissued shares to be allotted as 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 Board shall give effect to such resolution.

Board to implement capitalisation

148. Whenever a resolution is passed in pursuance of Article 146 or 147 the Board shall make all appropriations and applications of the sums resolved to be capitalised thereby, and all allotments and issues of fully paid shares or (in the case of the capitalisation not falling within the proviso to Article 146 or within Article 147) debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by the payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions (including the sale of fractional entitlements for the benefit of the Company) and also to authorise any person to enter on behalf of all the members concerned into any agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures (if any) to which they may be entitled upon such capitalisation, or (in the case of the capitalisation not falling within the proviso to Article 146 or within Article 147) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sums resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreements made under such authority shall be effective and binding on all such members.

RECORD DATES

Fixing of record dates

149. Notwithstanding any other provision of these Articles, but without prejudice to any rights attached to any shares, the Company or the Board may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made. In the absence of a record date being fixed, entitlement to any dividend, distribution, allotment or issue shall be determined by reference to the date on which the dividend is declared or the distribution, allotment or issue is made.

DISTRIBUTION OF CAPITAL PROFITS

Capital profits may be distributed as capital

150. Subject to the provisions of the Statutes and to the special rights conferred on any shares or class of shares, the Company by Ordinary Resolution may from time to time and at any time resolve that any moneys in the hands of the Company representing the capital profits received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the holders of Ordinary Shares on the same footing and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. For the purpose of this provision, surplus moneys or investments mean moneys or investments in the hands of the Company over and above a sufficiency of the other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being and any capital redemption reserve fund.

ACCOUNTS

Books of account to be kept

151. The Board shall cause books of account or accounting records to be kept in accordance with the provisions of the Statutes.

Where books of account kept and right of inspection

152. The accounts and books of the Company shall be kept at the Office, or at such other place in Great Britain as the Board shall think fit, and shall at all times be open to inspection by the officers of the Company. No member (other than an officer of the Company) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statute or authorised by the Board or by the Company in General Meeting.

Accounts and other documents to be prepared and laid before General Meeting

153. The Directors shall from time to time in accordance with the provisions of the Statutes 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 required by the Statutes to be laid before the Company in General Meeting.

Persons entitled to copies of accounts and reports

154. (1) Except as provided in the next following Article, a printed copy of each of the documents referred to in the immediately preceding Article as

being required to be laid before the Company in General Meeting shall not less than twenty working days before the date of the meeting, be delivered or sent by post to the registered address of every member and debenture holder of the Company, to the Auditors, and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or these Articles. If any shares or securities of the Company are listed on the London Stock Exchange, the required number of copies of each of those documents shall at the same time be forwarded to its appropriate department. To the extent and in any manner permitted by the Statutes the Regulations and the UK Listing Authority and if so requested or authorised by such member, the Board may instead decide to deliver send or make available the documents referred to in the immediately preceding Article to a member electronically or by any other data transmission process.

- (2) Paragraph 1 of this Article shall not require a copy of the documents referred to in that paragraph to be sent to more than one of joint holders or to any person who is not entitled to receive notice of meeting or to any person of whose address, the Company is not aware, but any member or debenture holder to whom a copy of such documents has not been sent shall be entitled to receive a copy free of charge on application to the Office.

155. Summary financial statements

The Company may, in accordance with Section 426 of the Act and any Regulations made thereunder send to every member and debenture holder and to any other person who is entitled to receive notice of meeting from the Company a summary financial statement instead of or in addition to the documents referred to in paragraph (1) of the immediately preceding Article and where it does so the statement should be sent not less than twenty working days before the date of the General Meeting before which the documents are to be laid.

AUDIT

Auditors

156. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by the provisions of the Statutes relating thereto.

UNTRACED MEMBERS

Sale of shares of untraced members

157. (1) In relation to certificated shares (and if the Regulations so permit, uncertificated shares) the Company may sell any share of a member, or any share to which a person is entitled by transmission, by giving to a person authorised to conduct business on the London Stock Exchange an instruction to sell it at the best price reasonably obtainable, if:
- (a) during the relevant period at least three dividends have become payable in respect of the share to be sold;
 - (b) no dividend payable during the relevant period in respect of the share has been claimed;

- (c) during the relevant period no cheque or warrant in respect of the share sent to the address and in the manner provided by these Articles for sending such payments have been cashed;
- (d) during the relevant period no communication has been received by the Company from the member or the person entitled by transmission to the share;
- (e) the Company has published advertisements in both a national newspaper and in a newspaper circulating in the area in which the address referred to in sub-paragraph (c) above is located, in each case giving notice of its intention to sell the share;
- (f) during the period of three months following the publication of those advertisements and after that period until the exercise of the power to sell the share, the Company has not received any communication from the member or the person entitled by transmission to the share; and
- (g) the Company has given notice to the London Stock Exchange of its intention to sell the share.

For the purposes of this paragraph the "relevant period " means the period of twelve years immediately preceding the date of publication of the first of any advertisement pursuant to sub-paragraph (e) above

- (2) The Company's power of sale shall extend to any further share issued in right of a share to which paragraph (1) of this Article applies (or in right of any share to which this paragraph applies) if the conditions set out in sub-paragraphs (a) to (g) (inclusive) of that paragraph have been satisfied since the date of allotment of the further share.
- (3) To give effect to any sale, the Board may (subject to the Regulations (if applicable)) authorise some person to transfer the share to, or in accordance with the directions of, the purchaser and the new holder of the share shall not be bound to see to the application of the purchase money; nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings connected with the sale.

Application of proceeds of sale

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

Right to suspend posting of notices, etc

- 159. If on two consecutive occasions notices or other documents have been sent through the post to any member at his registered address or his address for the service of notices but have been returned undelivered, such a member shall not from then on be entitled to receive notices or other documents from the Company until he shall have communicated with the Company and

supplied in writing a new registered address or address within the United Kingdom for the service of notices.

NOTICES

Notices

160. The signature on any notice given by the Company may be printed or reproduced by mechanical means.

Service of notices

161. (1) Any notice or other document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to the member at his registered address or by leaving it at that address, addressed to the member, or by any other means authorised (or deemed authorised pursuant to the Statutes) in writing by the member concerned. To the extent and in any manner permitted by the Statutes the Regulations and the UK Listing Authority and if so requested or authorised (or deemed to be authorised pursuant to the Statutes) by the member on whom such notice or document is to be served, the Company may instead serve such notice or document electronically or by any other data transmission process. Such service shall be by sending to such electronic or other data transmission address notified for such purpose to the Company by the member on whom such notice or document is to be served or by otherwise making it available electronically (whether on a website or otherwise) or by any other data transmission process.
- (2) 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 served on him shall be entitled to have notices served on him at that address but, unless he does so, shall not be entitled to receive any notice from the Company.

Notice by advertisement

162. Subject to the Statutes if at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be convened by a notice advertised in at least one national newspaper and notice given (if it can be given) in electronic form to those members with whom the Company can communicate in such way and who have provided the Company with an electronic address for this purpose. The Company shall also make such notice available on its website from the date of such advertisement until the conclusion of the meeting or any adjournment thereof. In any such case the Company shall send confirmatory copies of the notice by post to such members who would otherwise receive such notice in hard copy form but have not done so if at least six clear days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practical.

Evidence of service

163. (1) Any notice of other document, if served by first class post, shall be deemed to have been served on the day following that on which the envelope containing it is put into the post, or, if served by second

class post, shall be deemed to have been served on the second day following that on which the envelope containing it was put into the post and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post.

- (2) Any notice or document not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day it was so left.
- (3) Where notice is given by way of newspaper advertisement, such notice shall be deemed to have been duly served on each member or person entitled to receive it at noon on the day when the advertisement appears.
- (4) A member present, either in person or by proxy, at any meeting of the Company or class of members of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.
- (5) Every person who becomes entitled to any share shall be bound by every notice (other than a notice in accordance with section 793 of the Act or a direction notice under the provisions of Article 50) in respect of that share which before his name is entered in the Register was given to any person from whom he derives his title to the share.
- (6) Any notice or other document served electronically or by being made available on a website or by any other data transmission process pursuant to Article 161 (1) shall be deemed to have been served on the day following that on which the Company took the relevant action to effect the transmission of or to make available such notice or document save that in the case of service by being made available on a website service shall be deemed to be the later of (a) the day the notice that such document or information is available on the website is deemed served pursuant to this Article or (b) the day following that on which the Company took the relevant action to make available such notice or document on the website.
- (7) Any notice or other document served electronically or by being made available on a website or by any other data transmission process pursuant to Article 161 (1) shall be deemed received by a member on the day provided for in Article 163 (6) notwithstanding that the Company subsequently sends a hard copy of such notice or document by post to that member.

Record date for service

164. Any notice or other document may be served or delivered by the Company by reference to the Register as it stands at the close of business on such day as the board shall determine not being more than 21 days before the date of the despatch of the notice. No change in the Register after that time shall invalidate that service or delivery.

Service of notice on person entitled by transmission

165. Where a person is entitled by transmission to a share, any notice or other document shall be served upon or delivered to him, as if he were the holder of that share and his address noted in the Register were his registered address.

Otherwise, any notice or other document served on or delivered to any member pursuant to these Articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

WINDING UP

Distribution of assets in specie

166. If the Company is wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Insolvency Act 1986, divide among the members in specie the whole or part of the assets of the Company and may, for that purpose, value assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the same sanction, vest assets in trustees on such trusts for the benefit of members as the liquidator, with the same sanction, thinks fit, but a member shall not be compelled to accept assets in respect of which there is a liability.

INDEMNITY

Indemnity of Officers

167. Subject to the provisions of and to the extent permitted by the Statutes, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (but without limitation) any liability incurred by him in defending any proceedings, whether civil or criminal or regulatory, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) 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 or any associated Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(b) of the Act) or from liability to pay any amount in respect of shares acquired by a nominee of the Company or any associated company..

