

**No: 02714645**

**THE COMPANIES ACT 2006**

**A PUBLIC COMPANY LIMITED BY SHARES**

**NEW**

**ARTICLES OF ASSOCIATION**

**of**

**ZOTEFOAMS plc**

**(Adopted by Special Resolution passed on 26 May 2021)**



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## CONTENTS

<b>ARTICLE</b>	<b>Description</b>	<b>Page</b>
<b>PART I - PRELIMINARY</b>		<b>1</b>
1 – 1.6	Preliminary	1
<b>PART II – SHARE CAPITAL OF THE COMPANY</b>		<b>4</b>
2 - 5	Variation of Rights	4
6 - 11.4	Uncertificated Shares	5
12	Purchase by the Company of Its Own Shares	6
13 - 14.3	Alteration of Share Capital	6
15 - 20	Shares	7
21 - 32	Share Certificates	8
33 - 39	Calls on Shares	9
40 - 46	Forfeiture	10
47 - 50	Lien	11
51 - 61	Transfer of Shares	11
62 - 63	Destruction of Documents	13
64 - 67	Transmission of Shares	14
68	Share Warrants	14
<b>PART III – MEETINGS</b>		<b>15</b>
69 - 80.3	General Meetings and Annual General Meeting	15
81 - 91	Notice of Meetings	16
92 - 106	Proceedings at General Meetings and Annual General Meetings	19
107 - 115	Voting	22
116 - 120	Votes of Members	23
121	Exercise Of Members' Rights	24
122 - 125	Disenfranchisement	24
126 - 126.12	Proxies	25
127	Corporations Acting by Representatives	29
<b>PART IV - DIRECTORS</b>		<b>29</b>
128 - 135	Directors	29
136 - 138	Chief Executive Officer and Executive Directors	30
139 - 146	Appointment and Retirement of Directors	30
147 - 151	Alternate Directors	33
152 - 170	Meetings and Proceedings of Directors	34
171 - 171.4	Borrowing Powers	38
172 - 182	General Powers of Directors	40
<b>PART V – RESERVES, DIVIDENDS AND CAPITALISATION OF PROFITS</b>		<b>42</b>
183	Reserves	42

184 - 184.18	Dividends	42
185 - 185.8	Scrip Dividends	46
186 - 186.3	Capitalisation of Profits	47
<b>PART VI - GENERAL</b>		49
187 - 188	Secretary	49
189 - 189.2	The Seal	49
190	Authentication of Documents	49
191 - 193	Auditors	50
194 - 194.10	Notices	50
195 - 196.3	Minutes	52
197 - 197.6	Untraced Members	53
198	Directors' Insurance	54
199 - 199.2	Indemnity	54

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**PART I - PRELIMINARY**

1. The regulations in Table A in the Schedule to the Companies (Table A-F) (Amendment) Regulations 2007 (as amended by the Companies (Table A-F) (Amendment) (No 2) Regulations 2007) and the regulations contained in the model articles of association for public companies contained in Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) (as amended from time to time) shall not apply to the Company.

In these articles (if not inconsistent with the subject or context and save as expressly provided herein) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively:

<b>2006 Act</b>	the Companies Act 2006;
<b>address</b>	when used in relation to electronic communications the address shall have the same meaning given to it by section 1148 of the 2006 Act (and shall further include, in the case of any Uncertificated Proxy Instructions permitted pursuant to article 126.7, an identification number of a participant in the Relevant System concerned);
<b>Annual General Meeting</b>	a meeting of the Company's members held in accordance with

	section 336 of the 2006 Act;
<b>Certificated Share</b>	a security which is recorded in the relevant register of securities as being held in certificated form;
<b>electronic signature</b>	anything in electronic form which the Directors require to be attached to or otherwise associated with an electronic communication for the purpose of ensuring the authenticity or integrity of the communication;
<b>General Meeting</b>	a meeting of the Company's members other than an Annual General Meeting;
<b>Group</b>	the Company and its subsidiaries for the time being;
<b>in writing</b>	written, which expression shall include typewriting, printing, lithography, photography and other modes of representing and reproducing words in a legible and non-transitory form and this shall include in electronic form;
<b>London Stock Exchange</b>	London Stock Exchange plc;
<b>month</b>	calendar month;
<b>Office</b>	the registered office of the Company for the time being;
<b>Official List</b>	the Official List of the United Kingdom Listing Authority;
<b>paid</b>	paid or credited as paid;
<b>Participating Security</b>	a share, class of share, renounceable right of allotment of a share or other security, title to units of which is permitted to be transferred by means of a Relevant System in accordance with the Uncertificated Securities Regulations;
<b>Recognised Clearing House</b>	a recognised clearing house within the meaning of the Financial Services and Markets Act 2000 acting in relation to a recognised investment exchange (as defined in the Financial Services and Markets Act 2000);
<b>Relevant System</b>	as defined in the Uncertificated Securities Regulations, being a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument;
<b>Seal</b>	the common seal of the Company;
<b>Securities Seal</b>	an official seal kept by the Company pursuant to section 50 of the 2006 Act;
<b>Statutes</b>	the 2006 Act and every other Act for the time being in force concerning companies and affecting the Company;
<b>United Kingdom</b>	Great Britain and Northern Ireland;

<b>these articles</b>	these articles of association as from time to time altered by Special Resolution;
<b>Transfer Office</b>	the place where the Register of Members is situated for the time being;
<b>Uncertificated Securities Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any modification thereof or any regulation in substitution therefore made under section 207 of the Companies Act 1989 and for the time being in force;
<b>Uncertificated Share</b>	a security title to which is recorded on the relevant register of securities as being held in uncertificated form and title to which may be transferred by means of a Relevant System;
<b>United Kingdom Listing Authority</b>	The Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000;
<b>year</b>	calendar year

1.1 The expressions **debenture** and **debenture holder** shall respectively include **debenture stock** and **debenture stockholder**.

1.2 In these articles:

1.2.1 any reference to any statutory provision or enactment shall include any statutory modification or re-enactment thereof;

1.2.2 the expression **Secretary** shall mean any person qualified in accordance with the Statutes appointed by the Directors to perform any of the duties of the Secretary and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons;

1.2.3 reference to a **share** (or to a holding of shares) being in uncertificated form or in certificated form are references, respectively, to that share being an uncertificated unit of a security or a certificated unit of a security;

1.2.4 reference to a **Relevant System** shall be deemed to relate to the Relevant System on which the particular share or class of shares or renounceable right of allotment of a share concerned in the capital of the Company is a Participating Security for the time being, and any references in these articles to the giving of an instruction by means of a Relevant System shall be deemed to relate to a properly authenticated dematerialised instruction given in accordance with the Uncertificated Securities Regulations;

1.2.5 a dematerialised instruction is properly authenticated if it complies with the specifications referred to in paragraph 5(3) of Schedule 1 of the Uncertificated Securities Regulations;

- 1.2.6 reference to **electronic means** and **electronic form** shall have the same meaning as defined in section 1168 of the 2006 Act;
  - 1.2.7 words and expressions used in the Uncertificated Securities Regulations shall (if not inconsistent with the subject or context) have the same meaning when used in these articles;
  - 1.2.8 words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include corporations;
  - 1.2.9 a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these articles;
  - 1.2.10 the headings are inserted for convenience only and do not affect the construction of these articles;
  - 1.2.11 any words or expressions defined in the 2006 Act shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
- 1.3 The Company is to be a public company.
- 1.4 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.
- 1.5 The Company may change its name by means of a resolution of the Board. The provisions of section 79, 2006 Act shall be complied with on any change of the Company's name made pursuant to this article.
- 1.6 The Company's registered office is to be situated in England.

## **PART II – SHARE CAPITAL OF THE COMPANY**

### **VARIATION OF RIGHTS**

- 2 Whenever the share 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 varied or abrogated either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated 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 Annual General Meetings and General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the quorum shall be two persons at least holding or representing by proxy one-third in nominal value of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any one holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each

group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

3 The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of the issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

4 The rights attached to any class of shares shall not be deemed to be varied by any securities in the capital of the Company becoming, or ceasing to be, a Participating Security.

5 Shares in the capital of the Company will not be treated as a separate class of shares either by becoming, or by ceasing to be, a Participating Security or held in uncertificated form.

### **UNCERTIFICATED SHARES**

6 Subject to the Statutes, the Board may at any time resolve that a class of shares is to become a Participating Security and may at any time resolve that a class of shares shall cease to be a Participating Security.

7 The Directors shall have power to implement any arrangements they may, in their absolute discretion, think fit in relation to the evidencing and transfer of Uncertificated Shares, subject always to the Uncertificated Securities Regulations and the rules and procedures of the Relevant System.

8 The Company shall enter on the register of members how many shares are held by each member in uncertificated form and in certificated form and shall maintain the register of members in each case as is required by the Uncertificated Securities Regulations and the Relevant System. Unless the Directors otherwise determine, holdings of the holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings.

9 Any share of a class which is a Participating Security, may be converted from an Uncertificated Share to a Certificated Share and from a Certificated Share to an Uncertificated Share in such manner as the Directors may in their absolute discretion, think fit, subject always to the Uncertificated Securities Regulations and the rules and procedures of the Relevant System.

10 In relation to any class of shares which is a Participating Security, and for so long as that class of shares or any part of that class of shares remains a Participating Security, these articles shall (notwithstanding anything contained in these articles) only apply to Uncertificated Shares to the extent that they are consistent with:

10.1 the holding of shares in that class in uncertificated form;

10.2 the transfer of title to the shares in that class by means of a Relevant System;  
and

10.3 the Uncertificated Securities Regulations.

11 Where the Company is entitled under any provision of the Statutes or the rules of the Relevant System or under these articles to dispose of, forfeit, enforce a lien over or otherwise procure the sale of any shares or fractions of a share which are held in



uncertificated form, the Board shall have the power (to the extent permitted by the Uncertificated Securities Regulations and the rules and practices of the Relevant System) to take such steps as may be required, by instruction by means of the Relevant System or otherwise, to effect such disposal, forfeiture, enforcement or sale and such powers shall (to the extent permitted as aforesaid) include the right to:

- 11.1 request or require the deletion of any computer-based entries in the Relevant System relating to the holding of such shares in uncertificated form; and/or
- 11.2 alter such computer-based entries so as to divest the registered holder of such shares of the power to transfer such shares to a person other than the transferee, purchaser or his nominee identified by the Company for this purpose; and/or
- 11.3 require any holder of any Uncertificated Shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his holding of such Uncertificated Shares into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such shares or direct the holder to take such steps as may be necessary to sell or transfer such shares; and/or
- 11.4 appoint any person to take such other steps in the name of the holder of such shares and such steps shall be as effective as if they had been taken by the registered holder of the Uncertificated Shares concerned.

#### **PURCHASE BY THE COMPANY OF ITS OWN SHARES**

- 12 The Company may purchase its own shares (including any redeemable shares) in any manner authorised by the 2006 Act and with and subject to all prior authorities of the Company in an Annual General Meeting or General Meeting as specified under the 2006 Act provided however that the Company may not purchase any of its shares under this article if as a result of the purchase of the shares in question there would no longer be any member holding shares in the Company other than redeemable shares.

#### **ALTERATION OF SHARE CAPITAL**

- 13 Upon any consolidation, division or sub-division of shares, the Company may treat holdings of Certificated Shares and of Uncertificated Shares of the same class as if they were different holdings. Any resolution authorising the Company to sub-divide its shares or any of them may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or deferred or other right or be subject to any restriction as compared with the others.
- 14 This article applies where there has been a consolidation or division of shares in the capital of the Company, and as a result, members are entitled to fractions of shares. The Directors may:
  - 14.1 sell the shares representing the fractions to any person including the Company for the best price reasonably obtainable;
  - 14.2 in the case of a certificated share, authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and

- 14.3 distribute the net proceeds of sale in due proportion among the holders of the shares.

Where any holder's entitlement to a portion of the proceeds of sale amounts to less than £5.00, that member's portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland. The person to whom the shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions. The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

## **SHARES**

- 15 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to 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 or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.
- 16 Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to 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 (or, in the absence of any such determination, as the Directors may determine).
- 17 Subject to the provisions of the Statutes, any shares of the Company, whether preference shares or otherwise, may with the sanction of an Ordinary Resolution, be issued on terms that such shares are, or at the option of the Company or the holder of such shares are 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.
- 18 Subject to the provisions of the Statutes (and of any resolution of the Company in General Meeting passed pursuant thereto) and of these articles, all unissued shares shall be at the disposal of Directors and they may allot, grant options over or otherwise deal with or dispose of shares or grant rights to subscribe for or convert any security into shares to such persons, at such times and upon such terms as the Board may decide. No share may be issued at a discount.
- 19 The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted. The Company may also on any issue of shares pay such brokerage as may be lawful.
- 20 Subject to the provisions of the Statutes and of these articles, the Directors may at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

## **SHARE CERTIFICATES**

- 21 The provisions of articles 22 to 31 (inclusive) relating to entitlement to share certificates will not apply so as to require the Company to issue to any person a certificate in respect of any share where such person holds such shares in uncertificated form.
- 22 Subject to the Statutes, these articles and the requirements of the of the United Kingdom Listing Authority and the London Stock Exchange, upon the conversion of an Uncertificated Share into a Certificated Share, the holder thereof (other than a recognised clearing house or a nominee of a recognised clearing house or a recognised investment exchange) will be entitled (unless the terms of issue of that share otherwise provide) to a certificate, free of charge, in respect of all the Uncertificated Shares so converted into certificated form.
- 23 A share certificate may be issued under the Seal (or the Securities Seal or, in the case of shares on a branch register, an official seal for use in the relevant territory) any of which seals may be affixed by laser printer or in such other manner as the Board having regard to the terms of issue, the Statutes and the regulations of the United Kingdom Listing Authority and the London Stock Exchange may authorise, or signed (whether personally or otherwise and including by facsimile signature, howsoever applied) by a Director and the secretary or by two Directors, and shall specify the number and class of shares to which it relates and the amount paid up thereon. The Board may be resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical or other means or may be printed on them or that the certificates need not be signed by any person. No definitive certificate shall be issued representing shares of more than one class. Unless the Directors otherwise determine no definitive certificate shall be issued in respect of shares held by a recognised clearing house or a nominee of a recognised clearing house or a recognised investment exchange.
- 24 In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one or more joint holders shall be sufficient delivery to all.
- 25 Subject to the provisions of these articles, any person excluding a recognised clearing house to whom no certificate is to be issued pursuant to article 21 above whose name is entered in the Register of Members in respect of any shares of any one class upon the issue or transfer thereof shall be entitled without payment to a certificate therefor (in the case of issue) within two months (or such longer period as the terms of issue shall provide) after allotment or (in the case of a transfer) transfer.
- 26 Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge.
- 27 Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.
- 28 If any member shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit and subject to such payment as the Directors may think fit, comply with such a request.
- 29 If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares must be issued to the holder upon

request subject to delivery up of the old certificate or (if the old certificate is alleged to have been lost, stolen or destroyed) compliance with such conditions as to evidence and indemnity and (in either case) to the payment of such exceptional out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.

- 30 In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.
- 31 All forms of certificate for share or loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall, except to the extent that the terms and conditions for the time being relating thereto otherwise provide, be issued under a seal or in such other manner as the Board (subject to the provisions of the Statutes and the regulations of the United Kingdom Listing Authority and the London Stock Exchange) may authorise. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.
- 32 Subject to the Statutes, the Company may issue shares in uncertificated form and permit the same (whether or not in such form) to be transferred without the production of written forms of transfer or the creation of certificates and the Board may from time to time lay down regulations governing such issue and transfer, which regulations shall (to the extent they specify) operate in substitution for the relevant provisions of these articles governing certificates and the transfer of shares.

#### **CALLS ON SHARES**

- 33 The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or, when permitted, by way of premium) but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.
- 34 Each member shall (subject to receiving at least fourteen 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. The joint holders of a share shall be jointly and severally liable to pay all instalments and calls in respect thereof and any of such persons may give effectual receipts for any return of capital in respect of such share. A call may be revoked or postponed as the Directors may determine.
- 35 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 (not exceeding fifteen per cent per annum) as the Directors may determine and shall also pay all costs charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of non-payment of such call but the Directors shall be at liberty in any case or cases to waive payment of such interest, costs, charges and expenses wholly or in part.
- 36 Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of the issue of a share becomes payable upon allotment or at any fixed date 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 the issue the same becomes payable. In case of non-

payment all the relevant provisions of these articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- 37 If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share.
- 38 The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
- 39 The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding twelve per cent per annum) as the member paying such sum and the Directors agree upon. The Directors may also at any time repay the amount so advanced upon giving to such members one month's notice in writing.

#### **FORFEITURE**

- 40 If a member fails to pay in full any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.
- 41 The notice shall name a further day (not being less than seven days from the date of service 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 in accordance therewith the shares on which the call was made will be liable to be forfeited.
- 42 If the requirements of any such notice as aforesaid 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 and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder and in such case reference in these articles to forfeiture shall include surrender.
- 43 A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be annulled by the Directors on such terms as they think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.
- 44 A member whose shares have been forfeited or surrendered shall cease to be a member in respect of those shares but shall notwithstanding the forfeiture or surrender remain liable to

pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at such rate (not exceeding fifteen per cent per annum) as the Directors may determine from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment in whole or in part.

45 Where any share has been forfeited, notice of the forfeiture shall be served on the person who was before forfeiture the holder of the share; but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice as aforesaid.

46 The provisions of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

## **LIEN**

47 Subject to the provisions of section 670 of the 2006 Act, 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 Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this article.

48 The Company may sell in such manner as the Directors think fit any share 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 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 thereto by reason of his death or bankruptcy.

49 The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities in respect whereof the lien exists so far as the same are presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.

50 A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company 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. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

## **TRANSFER OF SHARES**

- 51 Unless the Directors otherwise determine (subject to the provisions of the Statutes) all transfers of Certificated Shares shall be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors and may be under hand only. In such case the instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.
- 52 All transfers of Uncertificated Shares shall be made in the manner provided for in the rules and procedures of the operator of the Relevant System and in accordance with and subject to the Uncertificated Securities Regulations.
- 53 Subject to the requirements of the United Kingdom Listing Authority and the London Stock Exchange, the Company shall register a transfer of title to any Uncertificated Share or any renounceable right or allotment of a share which is a Participating Security held in uncertificated form in accordance with the Uncertificated Securities Regulations, but so that the Directors may refuse to register such transfer in any circumstance permitted or required by the Uncertificated Securities Regulations and the requirements of the Relevant System.
- 54 The Directors may in their absolute discretion and without assigning any reason therefore refuse to register any transfer of shares not being fully paid shares, provided always that the Directors shall not exercise their discretion in such a way as to prevent dealings in shares listed on the Official List and admitted to trading on the London Stock Exchange taking place on an open and proper basis.
- 55 The Directors may refuse to register a transfer of shares (whether fully paid or not and whether held in certificated form or not):
- 55.1 to an entity which is not a legal or natural person;
  - 55.2 to a minor; or
  - 55.3 to be held jointly by more than four persons.
- 56 The Directors may also refuse to register a transfer of any shares (whether fully paid or not) where the holding represents at least 0.25 per cent of the issued shares of the relevant class and the holder or other person appearing to be interested therein for the purposes of articles 122 to 125 inclusive below has failed to comply with the statutory disclosure requirements under the terms of those articles. Provided that this restriction on transfer shall cease to be applicable not more than seven days after the earlier of (a) receipt by the Company of notice that there has been a transfer of the shares pursuant to an arm's length sale as defined in article 125 and (b) due compliance, to the satisfaction of the Company, with the statutory disclosure requirements as referred to in article 122.
- 57 If the Directors refuse to register a transfer pursuant to the provisions of this article they shall send to the transferee notice of the refusal within two months after the date on which the transfer was lodged with the Company (in the case of Certificated Shares) or within two months after the date on which the appropriate instructions were received by or on behalf of the Company (in the case of Uncertificated Shares) in accordance with the rules and procedures of the Relevant System.

- 58 In exceptional circumstances approved by the United Kingdom Listing Authority and the London Stock Exchange, approval of transfers of fully paid Certificated Shares may be refused by the Board.
- 59 The Directors may decline to recognise any instrument of transfer unless the instrument of transfer (duly stamped) is in respect of only one class of share and is lodged at the Transfer Office accompanied by the relevant share certificate(s) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do). In the case of a transfer by a recognised clearing house the lodgement of share certificates will only be necessary if, and to the extent that, certificates have been issued in respect of the shares in question.
- 60 All instruments of transfer which are registered may be retained by the Company.
- 61 No fee will be charged by the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares.

#### **DESTRUCTION OF DOCUMENTS**

- 62 The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address (including an address notified to the Company for the delivery and receipt of electronic communications) at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register purporting to have been made on the basis of any instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer or other document so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate 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:
- 62.1 the provisions of this article 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;
- 62.2 nothing 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 a document is destroyed otherwise than in good faith or with notice of a claim; and
- 62.3 references in this article to the destruction of any document include references to the disposal of it in any manner.
- 63 References in articles 61 and 62 to instruments of transfer shall include, in relation to Uncertificated Shares, instructions and/or notifications made in accordance with the rules and procedures of the Relevant System relating to the transfer of such shares.



## **TRANSMISSION OF SHARES**

64 In case of the death of a member, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only person or persons recognised by the Company as having any title to or interest in the shares, but nothing in this article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

65 Any person becoming entitled to a share in consequence of a death or bankruptcy of a member or of any other event giving rise by operation of law to such entitlement may (subject as herein provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share either be registered himself as a holder of the share upon giving the Company notice in writing of his desire to be so registered or transfer such share to some other person. All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member or other event as aforesaid had not occurred and the notice or transfer were a transfer executed by such member.

66 A person entitled by transmission to a share in uncertificated form who elects to have some other person registered shall either:

66.1 procure that instructions are given by means of the relevant system to effect transfer of such uncertificated share to that person; or

66.2 change the uncertificated share to certificated form and execute an instrument of transfer of that certificated share to that person.

67 Save as otherwise provided by or in accordance with these articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member or other event giving rise by operation of law to such entitlement shall (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share: Provided Always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

## **SHARE WARRANTS**

68 The Directors may issue warrants ("Share Warrants") with respect to fully paid up shares stating that the bearer is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of future dividends on the shares included in such warrants. The Directors may determine and from time to time vary the conditions upon which Share Warrants shall be issued and upon which a new Share Warrant or coupon shall be issued in the place of one worn out, defaced or destroyed, but no new Share Warrant or coupon shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. The Directors may also determine and from time to time vary the conditions upon which the bearer of a Share

Warrant shall be entitled to receive notices of and attend and vote at General Meetings or to join in requisitioning General Meetings, and upon which a Share Warrant may be surrendered and the name of the holder entered in the Register in respect of the shares therein specified. Subject to such conditions and to these articles the bearer of a Share Warrant shall be a member to the full extent. The bearer of a Share Warrant shall hold such warrant subject to the conditions for the time being in force with regard to Share Warrants whether made before or after the issue of such warrant.

### **PART III – MEETINGS**

#### **GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS**

- 69 An Annual General Meeting shall be held once a year, at such time (consistent with the terms of the Statutes) and place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Board.
- 70 The Directors may whenever they think fit, and shall, on requisition in accordance with the Statutes, proceed to convene a General Meeting. Whenever the Directors shall convene a General Meeting on the requisition of members, they shall convene such meeting for a date not more than 28 days after the date of the notice convening the meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 71 Subject always to article 103, the Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting.
- 72 The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:
- 72.1 subject to article 103 by means of electronic facility or facilities pursuant to article 80 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or
  - 72.2 by simultaneous attendance and participation at a satellite meeting place or places pursuant to article 90.
- 73 Unless otherwise specified in the notice of meeting or determined by the Chair of the meeting, a general meeting is deemed to take place at the place where the Chair of the meeting is at the time of the meeting.
- 74 Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 75 A person is able to participate in a meeting if that person's circumstances are such that if he has (or were to have) rights in relation to the meeting, he is (or would be) able to exercise them.

- 76 In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 77 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 78 A person is able to exercise the right to vote at a general meeting when:
- 78.1 that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the Chair of the meeting) on resolutions put to the vote at the meeting; and
  - 78.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 79 If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Board pursuant to article 80, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 80 Without prejudice to article 90, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 80.1 participate in the business for which the meeting has been convened;
  - 80.2 hear all persons who speak at the meeting; and
  - 80.3 be heard by all other persons attending and participating in the meeting.

#### **NOTICE OF MEETINGS**

- 81 A general meeting of the Company (other than an adjourned meeting) shall be called by notice of:
- 81.1 in the case of an annual general meeting, at least 21 clear days; and
  - 81.2 in any other case, at least 14 clear days (unless, at the relevant time, either of the conditions set out in sub-section 307A(2) and sub-section 307A(3) of the 2006 Act have not been met by the Company, in which case at least 21 clear days' notice will be required).

The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such (if any) as are not under the provisions of these articles entitled to receive such notices from the Company:

82 Provided that an Annual General Meeting or General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

82.1 in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

82.2 in the case of a General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate any Annual General Meeting or General Meeting or any proceedings thereat.

83 For the purposes of serving notice of meetings, the Directors may determine that the persons entitled to receive such notice of meeting are those persons entered on the register of members at the close of business on a day determined by the Directors, provided that if the Company has Participating Securities, such date may not be more than 21 days before the date on which the relevant notice of meeting is sent.

84 For the purpose of determining which persons are entitled to attend and vote at any Annual General Meeting or General Meeting, and how many votes such persons may cast, the Company may specify in the relevant notice of the Annual General Meeting or General Meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register of members in order to have the right to attend and vote at the meeting. Changes to entries on the register of members after the time specified by the Company for the purposes of this article shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in the Statutes or in these articles to the contrary.

85 Every notice calling an Annual General Meeting or General Meeting shall specify the place (including any satellite meeting place or places determined pursuant to article 90), and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint one or (if he has more than one share) more proxies to attend and, on a show of hands or a poll, vote instead of him and that a proxy need not be a member of the Company. Such notice shall also include the address of the website on which the information required by the Act is published, state the procedures with which members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply), provide details of any forms to be used for the appointment of a proxy and state that a member has the right to ask questions at the meeting in accordance with the Act.

86 In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

87 In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.

88 Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

- 88.1 receiving and adopting the accounts, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts;
- 88.2 declaring dividends;
- 88.3 appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- 88.4 re-appointing the retiring Auditors (other than Auditors last appointed otherwise than by the Company in its Annual General Meeting or General Meeting); or
- 88.5 fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

89 If pursuant to article 80 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:

- 89.1 include a statement to that effect;
- 89.2 specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to article 100; and
- 89.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

90 Without prejudice to article 80, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

- 90.1 participate in the business for which the meeting has been convened;
- 90.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- 90.3 be heard by all other persons so present in the same way,

and the meeting shall be deemed to take place at the place where the Chair of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a satellite meeting). The Chair shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the Chair shall apply equally to each satellite meeting place, including his power to adjourn the meeting as referred to in articles 96 and 97.

91 If, after the sending of the notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or

not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting (including a satellite meeting to which article 90 applies) and/or by means of the electronic facility or facilities specified in the notice, it may postpone the general meeting to another date, time and/or place (or in the case of a general meeting to be held at a principal meeting place and one or more satellite meeting places, to such other places) and/or change the electronic facility or facilities. If such a decision is made, the Board may then change the place (or any of the places in the case of a general meeting to which article 90 applies) and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Board shall take reasonable steps to ensure that notice of the change of date, time, place (or places, in the case of a general meeting to which article 90 applies) of and/or electronic facility or facilities for the postponed meeting appear at the original time and at the original place (or places, in the case of a general meeting to which article 90 applies) and/or on the original electronic facility or facilities. When a general meeting is so postponed, notice of the date, time and place (or places in the case of a meeting to which article 90 applies), including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required. If a general meeting is postponed in accordance with this article 91, the appointment of a proxy will be valid if it is delivered and received as required by these articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48 hour period mentioned in this article, the Directors can decide not to take account of any part of a day that is not a working day.

#### **PROCEEDINGS AT GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS**

- 92 The Chair of the Board of Directors, failing whom the Deputy Chair, shall preside as Chair at an Annual General Meeting or General Meeting. If there be no such Chair or Deputy Chair, or if at any meeting neither shall be present within ten minutes after the time appointed for holding the meeting or willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the Chair, the members present shall choose one of their number) to be Chair of the meeting.
- 93 No business other than the appointment of a Chair shall be transacted at any Annual General Meeting or General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two members present in person or by proxy and entitled to vote at that meeting shall be a quorum for all purposes.
- 94 If within fifteen minutes from the time appointed for an Annual General Meeting or General Meeting (or such longer interval as the Chair of the meeting may think fit to allow) 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 such other day (being not less than 10 days thereafter) and such time and place as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the Chair of the meeting may determine and in the latter case not less than seven days' notice of the adjourned meeting shall be given in the like manner as in the case of the original meeting. At the adjourned meeting any two members present in person or by proxy shall be a quorum and shall have power to decide

upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

95 The Chair of the meeting may at any time without the consent of the meeting adjourn any Annual General Meeting or General Meeting at which a quorum is present either sine die or to another time and at such place as he shall determine where it appears to him that:

95.1 the members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;

95.2 the conduct of persons present prevents or is likely to prevent the orderly conduct of business; or

95.3 an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

96 The Chair may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place (or, in the case of a meeting held at a principal meeting place and one or more satellite meeting places, such other places) and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities as the meeting shall determine. However, without prejudice to any other power which the Chair may have under these articles (including the power to adjourn a meeting conferred by article 97) or at common law, the Chair may, without the need for the consent of the meeting and before or after it has started and irrespective of whether a quorum is present, interrupt or adjourn any meeting from time to time (or indefinitely) and from place to place (or places in the case of a meeting to which article 90 applies) or from electronic facility to electronic facility, or for an indefinite period, if of the opinion that it has become necessary to do so in order:

96.1 to secure the proper and orderly conduct of the meeting; or

96.2 to give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting; or

96.3 to ensure that the business of the meeting is properly disposed of.

97 If it appears to the Chair that the facilities at the principal meeting place or any satellite meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purposes referred to in articles 80 or 90, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the Chair shall, without the consent of the meeting, interrupt or adjourn the general meeting.

98 A Director (and any other person invited by the Chair to do so) may attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company, whether or not also a member.

99 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the Chair to adjourn a general meeting in accordance with the provisions of article 97, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.

100 The Board may, for the purpose of controlling the level of attendance or ensuring the safety of those attending at any place specified for the holding of a general meeting, ensuring the security of the meeting and ensuring the future orderly conduct of the meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make new arrangements therefor. Any decision made under this article 100 shall be final and the entitlement of any member or proxy to attend a general meeting at such place (or places, in the case of a meeting to which article 90 applies) shall be subject to any such arrangements as may be for the time being approved by the Board.

100.1 The Board may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Board shall consider appropriate in the circumstances.

100.2 If a general meeting is held partly by means of an electronic facility or facilities pursuant to article 80, the Board and the Chair may make any arrangement and impose any requirement or restriction that is:

100.2.1 necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and

100.2.2 in its or his view, proportionate to those objectives.

In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.

101 The Board shall be entitled in its absolute discretion to authorise one or more persons (including the Directors, the company secretary or the Chair) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this article, or who causes the meeting to become disorderly.

102 Subject to the Act (and without prejudice to any other powers vested in the Chair of a meeting) when conducting a general meeting, the Chair may make whatever arrangement and take such action or give such directions as he considers, in his absolute discretion, to be appropriate or conducive to promote the orderly conduct of the meeting, to promote the conduct of the business laid down in the notice of the meeting with reasonable despatch and to maintain good order. The Chair's decision on points of order, matters of procedure or on matters arising incidentally from the business of the meeting shall be final and conclusive, as shall his determination as to whether any point or matter is of such a nature.

103 Nothing in these articles authorises or allows a general meeting to be held exclusively on an electronic basis.

104 Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

105 Any proposed amendment to an Ordinary Resolution shall, unless the amendment be proposed by the Chair of the meeting, not be valid unless notice of such proposed amendment shall have been received at the Office (including received at such address at the



Company may from time to time specify for the delivery and receipt of electronic communications) at least 48 hours prior to the time of the meeting or adjourned meeting. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chair of the meeting the proceedings on the substantive resolution shall not be invalidated by an error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

106 The decision of the Chair of the meeting, made in good faith, on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his decision, acting in good faith, whether any matter is of such a nature.

## **VOTING**

107 A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, at any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded by:

107.1 the Chair of the meeting;

107.2 not less than five members present in person or by proxy and entitled to vote at the meeting;

107.3 a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

107.4 a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

108 A demand for a poll may be withdrawn only with the approval of the Chair. Unless a poll is required a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chair of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

109 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote in addition to any other vote that he may have.

- 110 No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chair be of sufficient magnitude to merit the vitiation of such result. The decision of the Chair on such matters shall be final and conclusive.
- 111 No poll shall be demanded on the election of a Chair of the meeting or on a question of adjournment. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot, voting papers, tickets or electronic means or any combination thereof) and at such time and place, not more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, and by such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the Chair shall direct. The Chair may appoint scrutineers who need not be members. It is not necessary to give notice of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time, date and place at the which the poll shall be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 112 The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chair of the meeting. A demand so withdrawn validates the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 113 On a poll votes may be given in person or by proxy. Members entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use in the same way.
- 114 Where a poll is taken at an Annual General Meeting or at a General Meeting, the Company must ensure that the results of such poll are made available on its website in accordance with section 341 of the 2006 Act.
- 115 Directors are required to obtain an independent report on any poll taken at an Annual General Meeting or at a General Meeting in accordance with sections 342 to 344 of the 2006 Act if they receive requests to do so from members representing not less than 5 per cent of the total voting rights of all members who have a right to vote on the matter to which the poll relates (excluding voting rights attached to any shares in the Company held as treasury shares) or not less than 100 members who have a right to vote on the matter to which the poll relates and hold shares in the Company on which there has been paid up an average sum per member of not less than £100.

#### **VOTES OF MEMBERS**

- 116 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 of Members in respect of the share.
- 117 Where a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or

affairs of any member on the grounds (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any Annual General Meeting or General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

118 No member shall, unless the Directors otherwise determine, be entitled to vote at an Annual General Meeting or General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company remains unpaid.

119 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and any vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chair of the meeting whose decision shall be final and conclusive. The Company shall not be obliged to ascertain whether a proxy or representative (in the case of a corporate member) has voted in accordance with a member's instructions and the failure of a proxy or representative to do so shall not vitiate the decision or the meeting or adjourned meeting or poll on any resolution.

120 On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

#### **EXERCISE OF MEMBERS' RIGHTS**

121 For so long as the Company's shares are admitted to trading on a regulated market within the meaning of section 1173 of the 2006 Act a member who holds shares on behalf of another person may nominate that person to enjoy certain information rights in accordance with section 146 of the 2006 Act.

#### **DISENFRANCHISEMENT**

122 It is to be regarded as a cardinal principle of the Company that all members and persons interested in shares of the Company shall comply with those provisions of Part 22 of the 2006 Act whereby the Company is empowered by notice in writing to require any member or other person as aforesaid within such reasonable time as is specified in the notice to disclose to the Company particulars of any interests, rights, agreements or arrangements affecting any of the shares held by that member or in which such other person as aforesaid is interested (which provisions in this article are referred to as "the statutory disclosure requirements").

123 If any holder of or any other person appearing to be interested in any shares of the Company fails within fourteen days after the date of service of such notice to comply with the statutory disclosure requirements then:

123.1 if the shares are held in certificated form from the time of such failure until not more than seven days after the earlier of (a) receipt by the Company of notice that there has been a transfer of the shares pursuant to an arms length sale (as defined in article 125 below) and (b) due compliance, to the satisfaction of the Company, with the statutory disclosure requirements:

- (i) (should the Directors so resolve) such holder shall not be entitled to attend or vote or to exercise any right conferred by membership at meetings of the Company in respect of all the shares for the time being registered in the account in the register of members of the Company in respect of which such notice was served;
- (ii) (in circumstances where the holding represents at least 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares) and should the Directors so resolve) the payment of dividends in respect of such shares may be withheld; and
- (iii) (in circumstances where the holding represents at least 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares) and should the Directors so resolve) such holder shall not be entitled to transfer such shares otherwise than pursuant to an arms length sale; or

123.2 if the shares are held in uncertificated form, the Directors may serve upon the registered holder of such shares a notice requiring the holder to convert his holding of such Uncertificated Shares into certificated form within such period as is specified in the notice and require the holder to continue to hold such shares in certificated form for so long as such failure continues. If the holder shall fail to do so within such time as is specified in the said notice from the Company the Directors are empowered to authorise some person to take all such steps and issue such instructions by means of the Relevant System or otherwise in the name of the holder of such shares as may be necessary to effect the conversion of such shares to certificated form and such steps shall be as effective as if they had been taken by the registered holder of the relevant Uncertificated Shares. When such conversion to certificated form shall have been effected the provisions of article 123.1 shall apply.

124 For the purposes of article 123, a person shall be treated as appearing to be interested in any shares if the holder of shares has been served a notice pursuant to section 793 of the 2006 Act and such notice (together with such other notices (if any) as shall have been served upon any other persons in respect of the shares in question) fails to establish the identities of those interested or who have been interested in the shares and the Company knows or has reasonable cause to believe that someone other than the holder or the persons whose identities have been revealed is or has been interested in the shares.

125 For the purposes of article 123, "an arm's length sale" shall mean a sale to an unconnected party under which the beneficial ownership of the shares in question passes and shall include (but without limitation) a sale through a recognised investment exchange (as defined in the Financial Services and Markets Act 2000) or other recognised market or a sale in connection with acceptance of a takeover offer for the Company (as defined in section 974 of the 2006 Act).

## **PROXIES**

126 A proxy need not be a member of the Company.

126.1 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one member (provided that, where some only of those members by whom the proxy is appointed instruct the proxy to vote in a particular way, those

members all instruct such proxy to vote in the same way on a resolution (either "for" or "against")) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other members by whom such proxy is appointed.

126.2 An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:

126.2.1 in the case of an individual shall be signed by the appointor or by his attorney; or

126.2.2 in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

126.3 Subject to the Statutes, the Board may accept the appointment of a proxy received by electronic means on such terms and subject to such conditions as it considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of article 126.2.

126.4 For the purposes of articles 126.2 and 126.3, the Board may require such reasonable evidence it considers necessary to determine:

126.4.1 the identity of the member and the proxy; and

126.4.2 where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.

126.5 The signature on an instrument appointing a proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the company) be lodged with the instrument of proxy pursuant to the next following article, failing which the instrument may be treated as invalid.

126.6 A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by the member. When two or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.

126.7 Without limiting the foregoing, in relation to any Uncertificated Shares, the Directors may from time to time permit appointments of a proxy to be made by means of an electronic communication in the form of an Uncertificated Proxy Instruction, (that is, a properly authenticated dematerialised instruction within the meaning of the Uncertificated Securities Regulations, and/or other instruction or notification, which is sent by means of the Relevant System concerned and received by such participant in that system acting on behalf of the Company as the Directors may prescribe, in such form and subject to such

terms and conditions as may from time to time be prescribed by the Directors (subject always to the facilities and requirements of the Relevant System concerned)); and may in a similar manner permit supplements to, or amendments or revocations of, any such Uncertificated Proxy Instruction to be made by like means. The Directors may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Directors may treat any such Uncertificated Proxy Instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

126.8 An instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors must:

126.8.1 in the case of an instrument in writing be deposited at the Transfer Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote (save that weekends, Christmas Day, Good Friday and any bank holiday within the UK shall not count in the 48 hour period); or

126.8.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- a) in the notice convening the meeting, or
- b) in any instrument of proxy sent out by the Company in relation to the meeting, or
- c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, or
- d) on a website maintained by or on behalf of the Company on which any information relating to the meeting is required by the 2006 Act to be kept

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote (save that weekends, Christmas Day, Good Friday and any bank holiday within the UK shall not count in the 48 hour period);

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

126.8.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair of the meeting or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid (unless the Board decides otherwise in its absolute discretion). Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered shall not require again to be deposited, delivered or received for the purposes of any subsequent meeting to which it relates.

126.9 In this article and article 126.8 "address", in relation to electronic communications, includes any number or address (including, in the case of any Uncertificated Proxy Instruction permitted pursuant to article 126.7, an identification number of a participant in the Relevant System concerned) used for the purposes of such communications.

126.10 Without limiting the foregoing, in relation to any uncertificated shares, the Board may from time to time:

126.10.1 permit appointments of a proxy by means of a communication sent in electronic form in the form of an uncertificated proxy instruction; and

126.10.2 permit supplements to, or amendments or revocations of, any such uncertificated proxy instruction by the same means.

The Board may in addition prescribe the method of determining the time at which any such uncertificated proxy instruction is to be treated as received by the Company or a participant acting on its behalf. The Board may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

126.11 An instrument or electronic communication appointing a proxy shall be deemed to include the right to attend, speak, vote and to demand or join in demanding a poll (but shall not confer any further right to speak at the meeting except with the permission of the Chair of the meeting) and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

126.12 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Transfer Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received not less than 48 hours (or such shorter time as the Directors shall determine) before the time appointed for the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise

than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **CORPORATIONS ACTING BY REPRESENTATIVES**

- 127 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(s) at any meeting of the Company or of any class of members of the Company. The corporation shall for the purpose of these articles be deemed to be present in person at any such meeting if a person or persons so authorised is present thereat.

#### **PART IV - DIRECTORS**

- 128 Subject as hereinafter provided the Directors shall not be less than two but shall not be subject to any maximum in number. The Company may by Ordinary Resolution from time to time vary the minimum and maximum number of Directors.

- 129 There shall be no requirement for a Director to hold shares in the Company.

- 130 Each Director shall be entitled to receive notice of and to attend and speak at any Annual General Meeting or General Meeting of the Company and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

- 131 Until otherwise determined by the Company by Ordinary Resolution, there shall be paid to the Directors (other than alternate Directors) who do not hold executive office, such fees for their services in the office of Director as the Directors may determine (not exceeding in the aggregate an annual sum of £250,000 (subject to increase as provided below) or such larger amount as the Company may by Ordinary Resolution decide) divided between the Directors as they agree, or, failing agreement, equally. Such fees shall be deemed to accrue from day to day.

Any remuneration payable under this article may be increased separately by the Board of Directors if such increase is solely to meet the costs of any Value Added Tax properly payable on such remuneration of a recipient who holds the appointment of Director or Chair in the course of his trade, profession or vocation.

- 132 Any Director who holds any executive office (including for this purpose the office of Chair or Deputy Chair whether or not such office is held in an executive capacity), or who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director (including going or residing abroad in connection with the conduct of any of the affairs of the Company), may be paid such extra remuneration by way of lump sum, salary, commission, percentage of profits, or otherwise as the Directors may determine.

- 133 The Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending meetings of the Board or of Committees of the Board or Annual General Meetings or General Meetings and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such Director or Directors shall be paid such reasonable additional remuneration and expenses therefore as the Directors may from time to time determine.



134 A Director may hold any other office or place of profit under the Company except that of Auditor in conjunction with the office of Director and may act in a professional capacity to the Company, and in any such case on such terms as to remuneration and otherwise as the Directors may arrange. No Director shall be disqualified by his office from contracting with the Company either in regard to such other office or place of profit or as vendor, purchaser or otherwise, nor subject to section 190 of the 2006 Act shall any such contract nor any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor subject also to section 190 of the 2006 Act shall any Director so contracting or being interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, provided that the nature of his interest shall be disclosed by him in accordance with the provisions of the Statutes.

135 A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed by such Director, shall not be accountable for any remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in, such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors or officers of such other company or voting or providing for the payment or remuneration to the Directors or officers of such other company.

#### **CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTORS**

136 The Directors may from time to time appoint one or more of their body to be Chief Executive Officer or joint Chief Executive Officers of the Company or to hold such other executive office in relation to the management of the business of the Company as they may decide for such period as they think fit (subject to section 188 of the 2006 Act), and may, from time to time (subject to the provisions of any service contract between him or them and the Company and without prejudice to any claim for damages he or they may have for breach of any such service contract), remove or dismiss him or them from such office and appoint another or others in his or their place or places.

137 A Chief Executive Officer or such Executive Director shall while he continues to hold that office (subject to the provisions of article 139 and without prejudice to any claim for damages any such Chief Executive Officer or Executive Director may have for breach of any service contract between him r and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company, and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately (but without prejudice as aforesaid) cease to be a Chief Executive Officer or such Executive Director.

138 The Directors may entrust to and confer upon any Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and (without prejudice to the terms of any contract entered into in any particular case) may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 139 Without prejudice to the provisions for retirement (by rotation or otherwise) contained in these articles, the office of a Director shall be vacated if:
- 139.1 the Director resigns by notice in writing delivered to the Secretary at the Office or at an address specified by the Company for the purposes of communication by electronic means or tendered at a Board meeting;
  - 139.2 the Director offers to resign by notice in writing delivered to the Secretary at the Office or at an address specified by the Company for the purposes of communication by electronic means or tendered at a Board meeting and the Board resolves to accept such offer;
  - 139.3 if he shall be removed from office by notice in writing served upon him signed by not less than three quarters of his co-Directors being not less than two in number, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
  - 139.4 the Director ceases to be a Director by virtue of any provision of the Statutes, is removed from office pursuant to these articles or the 2006 Act or becomes prohibited by law from being a Director;
  - 139.5 the Director becomes bankrupt or makes an arrangement or composition with his creditors generally;
  - 139.6 a registered medical practitioner who is treating the Director gives a written opinion to the Company stating he has become physically or mentally incapable of acting as a Director and may remain so for more than three months, or is or has been suffering from mental or physical ill health and the Board resolves that his office be vacated; or
  - 139.7 the Director is absent (whether or not any alternate Director appointed by the Director attends), without the permission of the Board, from Board meetings for six consecutive months and a notice is served on the Director personally, or at his residential address provided to the Company under section 165 of the Act signed by all the other Directors stating that he shall cease to be a Director with immediate effect (and such notice may consist of several copies each signed by one or more Directors);
  - 139.8 having been appointed for a fixed term, the term expires or his office as Director is vacated pursuant to article 145.
  - 139.9 if the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.
  - 139.10 a resolution of the Board declaring a Director to have vacated office under the terms of this article 139 shall be conclusive as to the fact and ground of vacation stated in the resolution.
- 140 At each Annual General Meeting of the Company every Director shall retire from office. A retiring Director may offer himself for re-appointment by the members and a Director that is so re-appointed will be treated as continuing in office without a break.

- 141 A Director who retires at an Annual General Meeting shall (unless he is removed from office or his office is vacated in accordance with these articles) 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 re-appoint him is put to the meeting and lost.
- 142 If the Company, at any meeting at which a Director retires in accordance with these articles does not fill the office vacated by such Director, the retiring Director, if willing to act, shall be deemed to be re-appointed unless at that meeting a resolution is passed not to fill the vacancy or elect another person in his place or unless the resolution to re-appoint him is put to the meeting and lost.
- 142.1 If:
- 142.1.1 at the Annual General Meeting in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors are put to the meeting and lost; and
- 142.1.2 at the end of that meeting the number of Directors is fewer than any minimum number of Directors required under article 128.
- All retiring Directors who stood for re-appointment at that meeting (**Retiring Directors**) shall be deemed to have been re-appointed as Directors and shall remain in office but the Retiring Directors may only act for the purpose of filling vacancies, convening general meetings of the Company and performing such duties as are essential to maintain the Company as a going concern, and not for any other purpose.
- 142.2 The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in article 142.1 and they shall retire from office at that meeting. If at the end of any meeting convened under this article the number of Directors is fewer than any minimum number of Directors required under article 128, the provisions of this article shall also apply to that meeting.
- 143 A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by a meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.
- 144 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless not less than seven nor more than 42 days (inclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office notice in writing, signed by some member (other than the person to be proposed) duly qualified to attend 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.
- 145 The Company may in accordance with and subject to the provisions of the Statutes by Ordinary Resolution of which special notice has been given remove any Director from office

(notwithstanding any provision of these articles or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and appoint another person in place of a Director so removed from office and any other person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation 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. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.

- 146 The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall also have power at any time so to do, but so that the total number of Directors shall not thereby exceed the maximum number (if any) fixed by or in accordance with these articles. Any person so appointed by the Directors shall hold office until the next Annual General Meeting and shall then be eligible for election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

#### **ALTERNATE DIRECTORS**

- 147 Any Director may at any time in writing and deposited at the Office or delivered at a meeting of the Directors appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- 148 The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.
- 149 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director for whom he is appointed an alternate is not personally present and generally at such meeting to perform all the functions of a Director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he (instead of the Director for whom he is appointed an alternate) were a Director. If he himself a Director shall attend any such meeting as an alternate for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own, if he is himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. If the Director for whom he is appointed an alternate is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of the Director for whom he is appointed an alternate. To such extent as the Directors may from time to time determine in relation to any committee of the Directors the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which the Director for whom he is appointed an alternate is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these articles.
- 150 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to

receive from the Company any remuneration in respect of his appointment except only such part (if any) of the remuneration otherwise payable to the Director for whom he is appointed an alternate as such Director may by notice in writing to the Company from time to time direct.

- 151 An alternate Director shall be deemed to be an officer of the Company, shall alone be responsible to the Company for his own acts or defaults and shall not be deemed to be the agent of or for the Director appointing him.

## **MEETINGS AND PROCEEDINGS OF DIRECTORS**

- 152 Subject to the provisions of these articles the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of a meeting shall be deemed to be duly 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 postal address or any other address given by him to the Company for this purpose or for the purpose of electronic communications. A Director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

- 153 The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. For the purposes of determining whether a quorum is present:

153.1 in the case of a resolution agreed by Directors in accordance with article 154 below all such Directors shall be counted in the quorum; or

153.2 in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director participating in such meeting in accordance with article 154 below shall be counted in the quorum.

- 154 A meeting of the Board may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able:

154.1 to hear each of the other participating Directors addressing the meeting; and

154.2 if he so wishes, to address all of the other participating Directors simultaneously whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or developed subsequently) or by a combination of such methods. Each Director so participating in a meeting shall be deemed to be "present" at such meeting for the purposes of these articles.

A meeting held in accordance with this article is deemed to take place at the place where the largest group of participating Directors is assembled, or if no such group is readily identifiable, at the place from where the Chair of the meeting participates.

- 155 Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

- 156 Subject as provided in these articles, a Director shall not vote in respect of 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 ) 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, or in relation to which he has a duty which conflicts or may conflict with the interests of the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- 157 A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall 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 so 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 such company or firm shall be sufficient declaration of interest under this article in relation to any contract or arrangement so made; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board Meeting after it is given. For the purposes of this article, an interest of a person who is, for any purpose of section 252 of the 2006 Act connected with a Director shall be treated as an interest of the Director and in relation to an alternate Director, an interest of his appointer shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.
- 158 Subject to the provisions of the Statutes and as provided in these articles, a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:
- 158.1 the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
  - 158.2 the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - 158.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
  - 158.4 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer the Director is or may be entitled to participate as a holder of shares or debentures or other securities of the Company;
  - 158.5 any proposal concerning any other company in which he and any persons connected with him do not to his knowledge have voting rights held as a member or through direct or indirect holding of financial instruments (as those

terms are used in the Disclosure and Transparency Rules Sourcebook (as amended from time to time) of the FCA Handbook) in one per cent. or more of the issued shares of any class of such company or of the voting rights available to members of the relevant company (any such interest being deemed for the purposes of this article to be a material interest in all circumstances);

158.6 any arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award the Director any privilege or benefit not generally awarded to the employees to whom such arrangement relates; or

158.7 any arrangement concerning insurance for the benefit of Directors or for the benefit of employees of the Company or any of its subsidiaries under which the Director benefits in a similar manner as the employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates.

159 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of 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 case each of the Directors concerned (if not debarred from voting under article 156) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

160 If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by him voluntarily agreeing to abstain from voting, such question shall be referred to the Chair of the meeting (or where the interest concerns the Chair himself to the Deputy Chair of the meeting who if not already appointed pursuant to article 165 shall be such non-executive Director who shall have been in office as a non-executive Director the longest) and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned has not been fairly disclosed.

161 Notwithstanding any provisions of these articles, the Directors may (subject to such terms and conditions as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he had, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity whether or not the Company could take advantage of it provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any Board meeting at which such matter is approved and it is agreed to without their voting or would have been agreed to if their vote had not been counted. For the avoidance of doubt, any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest and any arrangement or transaction the Company and the Director shall not be deemed to breach such duty.

162 If a matter has been duly authorised by the Directors in accordance with article 161 then (subject to such terms and conditions, if any, as the Directors may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation or the permissions set out below):

- i) the Director shall not be required to disclose any confidential information relating to such matter to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owned by him in relation to it or in connection with that matter;
- ii) the Director may absent himself from meetings of the Directors at which anything to that matter will or may be discussed; and
- iii) the Director may make such arrangements as such Director thinks fit for Board and/or committee papers to be received and read by a professional adviser on behalf of that Director.

163 A Director shall not, save as otherwise agreed by him, be accountable to the Company for any remuneration, profit or other benefit which he derives from any matter which has been authorised by the Directors pursuant to article 161.

164 The continuing Directors may act notwithstanding any vacancies, 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 purposes of filling up such vacancies or of summoning General Meetings, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

165 The Directors may elect a Chair and a Deputy Chair (or two or more Deputy Chairmen) and determine the period for which each is to hold office. If no Chair or Deputy Chair shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

166 A resolution in writing signed or confirmed electronically by all the Directors for the time being entitled to receive notice of a Board meeting and to vote on the resolution and not being less than a quorum (or by all the members of a committee of the Board for the time being entitled to receive notice of such committee meeting and to vote on the resolution and not being less than a quorum of that committee), shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the Board (or committee, as the case may be).

167 Such a resolution may consist of several documents or electronic communications in the same form each signed or authenticated by one or more of the Directors or members of the relevant committee.

168 The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that:

- 168.1 the number of co-opted members shall be less than one-half of the total number of members of the committee; and



168.2 no resolution of the committee shall be effective unless a majority of the persons present at the meeting are Directors.

169 The meetings and proceedings of any such committee consisting of two or more members shall be governed mutatis mutandis by the provisions of these articles regulating the meetings and proceedings of the Directors so far as the same are not superseded by any regulations made by the Directors under the last preceding article.

170 All acts done by any meeting of Directors, or of any committee of the Directors, or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

### **BORROWING POWERS**

171 Subject as hereinafter provided and to the provisions of the Statutes, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

171.1 The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure (as regards the subsidiary companies so far as by such exercise they can secure) that the aggregate amount for the time being remaining undischarged of all monies borrowed by the Group (exclusive of intra-Group borrowings) shall not at any time without the previous sanction of an Ordinary Resolution of the Company in General Meeting exceed twice the aggregate of:

171.1.1 the nominal share capital of the Company for the time being issued and paid up; and

171.1.2 the amounts standing to the credit of the Consolidated Capital and Revenue Reserves (including Share Premium Account, Capital Redemption Reserve and Profit and Loss Account) of the Group each as shown by the latest audited consolidated Balance Sheet of the Company including all of its subsidiary companies but after:

- (a) making such adjustments as may be appropriate in respect of any variation in the issued and paid up share capital, the Share Premium Account and the Capital Redemption Reserve of the Company since the date of its latest audited Balance Sheet;
- (b) except so far as provided for in such consolidated Balance Sheet excluding therefrom (i) any sums set aside for future and deferred taxation; and (ii) any amounts attributable to outside shareholders in subsidiary companies;

- (c) except so far as provided for in such consolidated Balance Sheet deducting therefrom (i) an amount equal to any distribution by the Company out of profits earned prior to the date of its latest audited Balance Sheet and which have been declared, recommended or made since that date; and (ii) any debit balances on Profit and Loss Account; and
- (d) making such adjustments as may be appropriate to reflect any variation in the amount of such share capital and reserves which would result from any transaction for the purpose of which this calculation is being made or any transaction to be carried out contemporaneously therewith and so that for this purpose if any proposed allotment of shares for cash has been underwritten then, at any time when the underwriting of such shares shall be unconditional, such shares shall be deemed to have been allotted and the amount (including any premium) of the subscription moneys payable in respect thereof (not being moneys payable later than four months after the date of allotment) shall be deemed to have been paid up to the extent that the underwriters are liable therefor; and
- (e) making such adjustments as may be appropriate to reflect any variation in the amounts attributable to the interest of the Company in the share capital of any subsidiary.

171.2 For the purposes of this article "borrowings" shall be deemed to include not only borrowings but also the following except insofar as otherwise taken into account:

171.2.1 the nominal amount of any issued share capital and the principal amount of any debentures or borrowed monies, the beneficial interest in which is not for the time being owned by a member of the Group, of any body whether corporate or unincorporate and the payment or repayment of which is the subject of a guarantee or indemnity by a member of the Group, not being acceptances of trade bills for the purchase of goods in the ordinary course of business;

171.2.2 the outstanding amount raised by acceptances by any bank or accepting house under any acceptance credit opened on behalf of and in favour of any member of the Group not being acceptances of trade bills for the purchase of goods in the ordinary course of business;

171.2.3 the principal amount of any debenture (whether secured or unsecured) of a member of the Group owned otherwise than by a member of the Group;

171.2.4 the principal amount of any preference share capital of any subsidiary owned otherwise than by a member of the Group; and

171.2.5 any premium payable on repayment on any borrowing or deemed borrowing;

but shall be deemed not to include:

171.2.6 borrowings for the purpose of repaying the whole or any part of borrowing by a member of the Group for the time being outstanding and so to be applied within six months of being so borrowed, pending such application for such purpose within such period; and

171.2.7 borrowings for the purpose of financing any contract in respect of which any part of the price receivable by a member of the Group is guaranteed or insured by the export credits guarantee department of the Department of Trade and Industry or by any other governmental department fulfilling a similar function, to an amount not exceeding that part of the price receivable thereunder which is so guaranteed or insured.

171.3 A report by the Auditors for the time being of the Company as to the aggregate amount which may at any one time in accordance with the provisions of this article be owing by the Group without such sanction as aforesaid shall be conclusive in favour of the Company and all persons dealing with the Company.

171.4 No person dealing with the Company shall by reason of the foregoing be concerned to see or enquire whether the limit hereby imposed is observed and no debt incurred or security given in respect of monies borrowed in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice having been given, at the time when the debt was incurred or security given, that the limit hereby imposed had been or would thereby be exceeded.

## **GENERAL POWERS OF DIRECTORS**

172 The business and affairs of the Company shall be managed by the Directors, 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 an Annual General Meeting or 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 Special Resolution of the Company, but no regulation so made by the Company 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 Directors by any other article.

173 The Directors may establish any local, group or divisional boards, agencies or committees 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, group or divisional boards, agencies or committees or any managers or agents, and may fix their remuneration and may delegate to any local, group or divisional board, agency or committee, 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 Directors may think fit, and the Directors 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.

- 174 The Directors 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 by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think 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.
- 175 The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney(s) or agent(s) of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other authority may contain such provisions for the protection and convenience of persons dealing with any such attorney or agent as the Directors may think fit, and may also authorise any such attorney or agent to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 176 The Directors may from time to time appoint any person to any office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title and may at any time determine any such appointment or the use of any such designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment with the Company shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these articles.
- 177 The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may establish, maintain, support, subscribe to and contribute to all kinds of schemes, trusts and funds for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise).
- 178 The Directors may 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 other company as aforesaid or of any such persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- 179 The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 180 The Directors may exercise any power conferred on the Company by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Any payments to be made by

pursuant to any power exercised under this article shall be made in accordance with section 247 of the 2006 Act.

181 Subject to and to the extent permitted by the Statutes, the Company, or the Directors on behalf of the Company, may cause to be kept in any territory a branch register of members resident in such territory, and the Directors may make and vary such regulations as they may think fit respecting the keeping of any such register.

182 All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

## **PART V – RESERVES, DIVIDENDS AND CAPITALISATION OF PROFITS**

### **RESERVES**

183 The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits. In carrying sums to reserve and in applying the same, the Directors shall comply with the provisions of the Statutes.

### **DIVIDENDS**

184 Subject to the Statutes, the Company may by Ordinary Resolution declare dividends but no such dividends shall exceed the amount recommended by the Directors.

184.1 In so far as, in the opinion of the Directors, the profits of the Company justify such payments, the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

184.2 Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) 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. For the purposes of this article no amount paid on a share in advance of calls shall be treated as paid on the share.

184.3 No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

184.4 Subject to the provisions of the Statutes, where any asset, business or property is acquired by the Company as from a past date the profits and losses arising

therefrom as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

- 184.5 The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists, and may further deduct from any dividend all sums of money (if any) presently payable by a member to the Company on account of calls or otherwise in relation to shares of the Company.
- 184.6 The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.
- 184.7 The Directors may withhold payment of dividends payable upon shares where the holding represents at least 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares) and in respect of which the holder or other person appearing to be interested therein for the purposes of articles 123 to 125 inclusive hereof has failed to comply with the statutory disclosure requirements under the terms of articles 123 to 125 inclusive provided that this restriction shall cease to be applicable not more than seven days after the earlier of:
- 184.7.1 receipt by the Company of notice that there has been a transfer of the shares pursuant to an arm's length sale as defined in article 125;
  - 184.7.2 due compliance to the satisfaction of the Company, with the statutory disclosure requirements; and
  - 184.7.3 any dividend monies then retained thereon shall be paid in accordance with article 184-12 hereof to the person appearing to the Company to be entitled thereto.
- 184.8 The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the holder thereof (or the person becoming entitled to the share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.
- 184.9 All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the

date on which such dividend was declared or became due for payment shall be forfeited and shall revert to the Company.

- 184.10 Subject to Part 23 of the 2006 Act the Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 184.11 Subject to Part 23 of the 2006 Act the Company may upon the recommendation of the Directors by Ordinary Resolution declare that any surplus monies in the hands of the Company representing capital profits arising from the receipt of monies received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investment representing the same and not required for the payment or provision of any fixed dividend instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital 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: Provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.
- 184.12 Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, to any one of such persons) or to such person and such address as such member or person or persons may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to have the money represented thereby.
- 184.13 In addition to the above provisions any dividend or other moneys payable in cash on or in respect of a share may be paid by means of:
- 184.13.1 the Bank Automated Clearing System in circumstances where the Company has been supplied with bank details of the member or person entitled thereto sufficient to enable the Company to effect a direct transfer of such moneys to the bank

account of such member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, to any one of such persons having supplied the Company with the aforesaid details) or to such person as such member or person or persons may in writing direct (subject to the provision of adequate bank details as aforesaid in respect of such person). Any such moneys payable to such person or member which are transferred by the Company by means of the Bank Automated Clearing System and which are not received by such member or person entitled thereto shall not be recoverable from the Company if the transfer is made by the Company in accordance with the bank details provided by such member or person; or

184.13.2 by such other method as the Directors may in their absolute discretion think fit (subject always to the facilities and requirements of the Relevant System), including but not limited to payments being made through the Relevant System in respect of shares held in uncertificated form. The Director may in their absolute discretion establish procedures for elections to be made by the holders of Uncertificated Shares relating to such payments, and shall be entitled to rely on authorities which the Company receives in respect of such payments.

184.14 If payment is made by bank or other funds transfer or by means of the Relevant System, or by any other method at the direction of the person entitled to payment, such payment is at the sole risk of the holder or joint holders and the Company is not responsible for amounts lost or delayed in the course of transfer or in carrying out those directions.

184.15 Notwithstanding any other provision of these articles relating to payments in respect of shares, where:

184.15.1 the Directors determine to make payments in respect of Uncertificated Shares through the Relevant System, they may determine to enable any holder of Uncertificated Shares to elect not to receive payments through the Relevant System and, in such event, establish procedures to enable such holder to make, vary or revoke any such election; and

184.15.2 the Company receives an authority in respect of such payment in respect of shares in a form satisfactory to it from a holder of any share (whether such authority is given in writing or by means of the Relevant System or otherwise);

then the Company may make, or procure the making of, such payments in accordance with such authority and any payment made in accordance with such authority shall constitute a good discharge therefore.

184.16 The Company may cease to send any cheque or warrant (or to use any other method of payment) for any dividend on any share which is normally paid in that



manner if in respect of at least two consecutive dividends payable on that share the cheque or warrant has been returned undelivered or remains uncashed (or that other method of payment has failed) or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder, but, subject to the provisions of these articles, shall recommence sending cheques or warrants (or using another method of payment) in respect of the dividends payable on that share if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the Company to pay future dividends in some other way.

184.17 If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, any one of them may give effectual receipts for any dividend or other money payable or property distributable on or in respect of the share.

184.18 Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or Annual General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.

## **SCRIP DIVIDENDS**

185 The Directors may, if authorised by an Ordinary Resolution (which authorisation may be for a period of up to three years following the date of such authorisation and shall empower the Directors to do all acts and things permitted or required to be done in this article) offer any holders of Ordinary Shares (subject to there being sufficient unissued Ordinary Shares authorised for issue and sufficient reserves or funds that may be capitalised to give effect to it after the basis of allotment is determined) the right to elect to receive Ordinary Shares, credited as fully paid, instead of cash in respect of the whole (or some part to be determined by the Directors) of any dividend specified by the Ordinary Resolution. In any such case the following provisions shall apply:

185.1 An Ordinary Resolution may specify a particular dividend, or may specify all or any dividends declared within a specified period, but such period may not end later than the beginning of the third Annual General Meeting next following the date of the meeting at which the Ordinary Resolution is passed.

185.2 The basis of allotment shall be determined by the Directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average quotation) of the additional Ordinary Shares (including any fractional entitlement) to be allotted in lieu of any amount of dividend shall equal such amount. For such purpose the "average quotation" of an Ordinary Share shall be the average of the middle market quotations on the London Stock Exchange as shown in the Daily Official List, on each of the first five business days on which the Ordinary Shares are quoted ex the relevant dividend or in such other

manner as may be determined by or in accordance with the Ordinary Resolution.

- 185.3 On or as soon as practicable after announcing that they are to declare or recommend any dividend, the Directors, if they intend to offer an election in respect of that dividend, shall also announce that intention and shall give notice in writing to the members of the right of election accorded to them and shall send with or following such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective.
- 185.4 The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on Ordinary Shares in respect whereof the share election has been duly exercised (the **Elected Ordinary Shares**), and in lieu thereof 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 purpose the Directors shall capitalise, out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account of the Company as the Directors may determine a sum equal to the aggregate nominal amount of 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.
- 185.5 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 (or share election in lieu).
- 185.6 The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- 185.7 The Directors may on any occasion determine that rights of election shall not be made available to any members with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of rights of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.
- 185.8 For the purposes of this article, holdings of Certificated Shares and of Uncertificated Shares shall be treated as different holdings.

## **CAPITALISATION OF PROFITS**

The Company may, upon the recommendation of the Directors, at any time and from time to time pass an Ordinary Resolution to the effect that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of any share premium account or any capital redemption reserve and accordingly that such amount be set free for distribution among the members or any class of members who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in payment up in full of unissued shares debentures or other obligations of the Company, to be allotted and distributed credited as fully paid among such members, or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that, for the purposes of this article, a share premium account and a capital redemption reserve may be applied only in the paying up of unissued shares to be allotted to such members credited as fully paid.

186.1 The Company may, upon the recommendation of the Directors, at any time and from time to time pass an Ordinary Resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit 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 the paying up in full of unissued shares to be allotted as fully paid shares by way of capitalisation to the members or any class of members who would have been entitled to that sum if it were distributed by way of dividend, and in the same proportions, and the Directors shall give effect to such resolution.

186.2 Where any difficulty arises in regard to any distribution under this article the Directors may settle the same as they think expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, as may seem expedient to the Directors. The Directors may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the members.

186.3 For the purposes of this article, holdings of Certificated Shares and of Uncertificated Shares shall be treated as different holdings.

## **PART VI - GENERAL**

### **SECRETARY**

187 The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also appoint from time to time on such terms as they think fit one or more Assistant Secretaries.

188 A provision of the Statutes or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting as Director and as, or in the place of, the Secretary.

### **THE SEAL**

189 The Directors shall provide for the safe custody of the Seal (if any) and the Securities Seal (if any) and neither shall be used without the authority of the Directors or of a committee authorised by the Directors in that behalf.

189.1 Every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors or by any person who is authorised to do so by the Directors either generally or in relation to specific documents or documents of specific description save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signatures (including laser printing).

189.2 The Securities Seal shall be used only for sealing securities issued by the Company and documents creating or evidencing securities so issued. Any such securities or documents sealed with the Securities Seal shall not require to be signed.

### **AUTHENTICATION OF DOCUMENTS**

190 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and if any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee 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 such minute or extract is a true and accurate record of proceedings at a duly constituted meeting.

## AUDITORS

- 191 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.
- 192 Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.
- 193 An Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

## NOTICES

- 194 Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by leaving it at, or delivering it to, or by sending it through the post in a prepaid cover or by facsimile transmission or telex addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices. Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. In the case of a member registered on a branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of 24 hours (or, where second-class mail is employed, 48 hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

- 194.1 Subject to any requirement of the Statutes and provided that the Company has complied with all applicable regulatory requirements, the Company may send any documents or notices to its members in electronic form and such documents or notices will be validly sent provided that:

194.1.1 the member has agreed either generally or in respect of a specific matter (or in the case of a company is deemed to have agreed by a provision in the 2006 Act that documents or notices can be sent in electronic form);

194.1.2 the documents are documents to which the agreement applies;  
and

194.1.3 copies of the documents are sent in electronic form to the address notified by the member to the Company for that purpose.

- 194.2 Subject to any requirement of the 2006 Act and provided that the Company has complied with all applicable regulatory requirements, the Company may send any documents or notices to its members by means of a website and any such documents or notices will be validly sent provided that:

- 194.2.1 the member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to him or he has been asked (individually) to agree that documents and notices can be sent by means of a website and the Company has received no response to that request within 28 days from the date on which the request was sent;
- 194.2.2 the documents are documents to which the agreement applies;  
and
- 194.2.3 the member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed.
- 194.3 Documents must be available on the website for a period of not less than 28 days from the date of notification unless the Statutes makes provision for any other time period.
- 194.4 If the documents are published on the website for a part only of the period of time referred to in article 194.3, they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.
- 194.5 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom shall not be entitled to receive any notice from the Company unless he gives to the Company an address (not being an address for the purposes of electronic communications) within the United Kingdom at which notices may be given to him. Where the Statutes or these articles require agreement of a member to electronic means of communication or website communication, the holder who is named first in the Register may give agreement on behalf of both joint holders.
- 194.6 A person entitled to a share in consequence of the death, bankruptcy or mental disorder of a member or by operation of law or any other event upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address within the United Kingdom for the service of notices and if he wishes an address for the delivery and receipt of electronic communication shall be entitled to have served upon or delivered to him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any member in pursuance of these articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or

delivered in respect of any share registered in the name of such member as sole or first-named joint holder.

- 194.7 If on three consecutive occasions a notice to a member has been returned undelivered (or is notified as being undelivered by any electronic communication delivery system), such member shall not thereafter be entitled to receive notices from the Company until he shall have communicated with the Company and supplied in writing to the Transfer Office a new registered address, or a postal address within the United Kingdom for the service of notices, or shall have informed the Company, in such manner as may be specified by the Company, of an address for the delivery and receipt of electronic communications. For these purposes, a notice sent by post shall be treated as returned undelivered if the notice is sent back to the Company (or its agents) and a notice sent by electronic communication shall be treated as returned undelivered if the Company (or its agents) receive notification that the notice was not delivered to the address to which it was sent.
- 194.8 If at any time by reason of the suspension of or disruption to 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 notice advertised in at least one national newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company may still serve notices by electronic communications, subject always to the Statutes but shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- 194.9 Nothing in this article shall affect any requirement of the Statutes that any particular offer, notice or other document be served in any particular manner.
- 194.10 Every person who by operation of law, transfer or other means shall have become entitled to any share shall be bound by every notice in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly given to the person from whom he derives his title to such share other than notice given under articles 122 to 125 inclusive or under the provisions of section 793 of the 2006 Act.

## **MINUTES**

- 195 The Directors shall cause minutes to be made of the following matters, namely:
- 195.1 of all appointments of officers, and Committees made by the Directors, and of their salary or remuneration;
- 195.2 of the names of Directors present at every meeting of the Board or of Committees of Directors, and all business transacted at such meetings; and
- 195.3 of all orders, resolutions and proceedings of all General Meetings and of the Directors and Committees of Directors.

Any such minute, if purporting to be signed by the Chair of the meeting at which the proceedings were held, or by the Chair of the next succeeding meeting,

shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof.

196 The Company shall keep and make available for inspection:

- 196.1 as required by section 228 of the 2006 Act copies and/or memoranda of the Directors' service contracts;
- 196.2 all such registers and reports as the Company is required to keep under Part 22 of the 2006 Act; and
- 196.3 as required by section 876 of the 2006 Act a register of all mortgages and charges affecting the property of the Company.

#### **UNTRACED MEMBERS**

197 The Company shall be entitled to sell (in such manner and for such price as the Directors think fit) the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if and provided that the following conditions are satisfied:

- 197.1 for a period of 12 years, being a period during which at least three dividends in respect of the shares in question have become payable, no dividend has been claimed during that period and no communication has been received by the Company from the member or the person concerned;
- 197.2 the Company has at the expiration of the said period of 12 years, sent a notice of its intention to sell such share (i) in hard copy to the registered address or
- 197.3 last known postal address that the Company has for the member or the person entitled to the share by transmission and (ii) in electronic form to the last known email address (if any) that the Company has for the relevant member or person entitled to the share by transmission and, before sending such notice, the Company is satisfied that it has taken such steps as it considers reasonable in the circumstances to trace the member or other person entitled, including engaging, if considered appropriate in relation to such share, a professional asset reunification company or other tracing agent;
- 197.4 during the said period of 12 years and the period of three months following the date of such notice, the Company shall not have received an indication either of the whereabouts or of the existence of such member or person; and
- 197.5 if so required by the rules of the United Kingdom Listing Authority or the London Stock Exchange, the Company has given notice in writing to the United Kingdom Listing Authority and the London Stock Exchange of its intention to sell such share, stock or debenture or loan stock.
- 197.6 To give effect to any such sale the Company may (i) if the share concerned is in uncertificated form, in accordance with the Uncertificated Securities Regulations, issue a written notification to the operator of the relevant system requiring the conversion of the share into certificated form, and (ii) appoint any person to execute as transferor an instrument of transfer of such shares or any of them and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such



shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The Company shall not be obliged to account to the former member or other person previously entitled for the net proceeds of sale which may 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 Directors may from time to time think fit.

## **DIRECTORS' INSURANCE**

198 Without prejudice to the provisions of article 199 the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers (not being an auditor) or employees of the Company, or of any other company in which the Company or any of the predecessors of the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

## **INDEMNITY**

199 Subject to the provisions of the Statutes:

199.1 but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person (whether officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust, in the actual or purported execution or discharge of his duties to the Company or an Associated Company, provided that this article shall not grant, or entitle any such person to, indemnification to the extent that it would cause this article, or any element of it, to be treated as void under the Statutes. Such indemnity shall extend if the board in its absolute discretion considers it appropriate to any liability arising after a person ceases to be a Director or other officer of the Company in respect of acts or omissions whilst he was a Director or other officer and may extend to all costs, charges, expenses, losses and liabilities incurred by the Director in relation to the above.

199.2 The Company shall if the Board in its absolute discretion considers it appropriate: (a) provide any current or former Director of the company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings which relate to anything done or omitted to be done by him as a Director in connection with the actual or purported execution or discharge of his duties to the Company or an Associated Company; and (b) do such things to enable such person to avoid incurring such expenditure, provided that the terms set out in section 205(2) of the 2006 Act apply to such provision of funds or things done. For the purposes of this article 199, **Associated Company** shall have the meanings given to it in Section 256 of the 2006 Act.