

NO. 03676824

THE COMPANIES ACTS 1985 - 2006

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION¹

of

SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC²

PRELIMINARY

1.1 In these Articles, unless the context otherwise requires, the following words shall bear the following respective meanings:

the Act means the Companies Act 1985 and any amendment or re-enactment thereof³ for the time being in force;

the Auditors means the auditors of the Company for the time being;

the Board means the Board of Directors for the time being of the Company or, where the context so admits, the Directors present at a duly convened meeting of Directors of the Company at which a quorum is present;

Clear Days means in relation to the period of a notice, the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it takes effect;

Clear Working Days means in relation to the period of a notice, the period of Working Days excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it takes effect;

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

the Company⁴ means the company registered in England and Wales under registration number 3676824 and known by the name of Symphony Environmental Technologies Plc or by such other name as may be adopted pursuant to these Articles”.

Directors means the directors for the time being of the Company;

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

Month means calendar month;

the Office means the registered office for the time being of the Company;

Paid Up means paid up and/or credited as paid up;

recognised clearing house means a recognised clearing house within the meaning of the Financial

¹ Up to date as at 23rd Sept. 2008. Footnotes are for information only, and do not form part of the Articles of Association.

² Incorporated on 1st Dec 1998 as “Formlist Ltd”. Name changed 11th Dec 1998 to “SPI-TEK Ltd.” Converted to a Plc on 5th Jan 2000. Name changed to “Symphony Plastic Technologies Plc” 25th Feb 2000. Name changed to Symphony Environmental Technologies Plc” 19th Mar 2007.

³ Companies Act 2006

⁴ Definition amended 30th July 2008

Services Act 1986 acting in relation to a recognised investment exchange within the meaning of that act;

recognised investment exchange means a recognised investment exchange within the meaning of the Financial Services Act 1986 and/or the Financial Services and Markets Act 2000

the Register means the Register of Members of the Company;

the **Regulations** means the Uncertificated Securities Regulations 1995 (SI 1995 No 95/3272) including any modifications thereof or any regulations in substitution thereof⁵ made under s.207 of the Companies Act 1989 for the time being in force;

the Seal means the common seal of the Company;

the Stock Exchange means The London Stock Exchange plc or any successor body carrying on its functions;

a Stock Exchange Nominee means a person for the time being designated pursuant to s.7(2) of The Stock Exchange (Completion of Bargains) Act 1976 or s.185(4) of the Act;

the Statutes means the Act and every other enactment from time to time in force concerning companies and affecting the Company including any statutory re-enactment or modification of the Act⁶ and every other act or statutory instrument;

the United Kingdom means Great Britain and Northern Ireland;

Working Day means a day other than a Saturday or Sunday on which banks are normally open for business in England;

in writing means written, or produced by any visible and non transitory substitute for writing, or partly one and partly the other but for the avoidance of doubt this definition excludes electronic communication;

Year means a year from 1st January to 31st December inclusive.

1.2 In these Articles the expression **Secretary** shall include a temporary, assistant or deputy secretary of the Company and any person appointed by the Board to perform any of the duties of the Secretary.

1.3 In these Articles words denoting the singular number shall include the plural number and vice versa; words denoting the masculine gender shall include the feminine gender; and a person includes a body of persons corporate or unincorporate.

1.4 In these Articles, the word address, in relation to electronic communications, includes any number or address used for the purposes of such communications.

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

1.6 The headings in these Articles and use of bold type are for convenience only and shall not affect the construction hereof.

2 The regulations contained in the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Company.

⁵ Uncertificated Securities Regulations 2001 (SI 3755 of 2001)

⁶ Companies Act 2006

CAPITAL

- 3 The authorised share capital of the Company at the date of these Articles⁷ is £500,000 divided into 50,000,000 ordinary shares of £0.01 each (Ordinary Shares).

VARIATION OF RIGHTS

- 4 Whenever the capital of the Company is divided into different classes of shares, the rights or privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) (subject to the provisions of s.127 of the Act) may be varied whether or not the Company is being wound up, either with the consent in writing of the holders of three-fourths in nominal amount of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate general meeting of such holders. At every such separate general meeting, all the provisions hereinafter contained relating to general meetings shall apply but so that at any general meeting (other than an adjourned meeting) of the holders of any class of shares the quorum for all purposes shall be the holders present in person or by proxy and entitled to vote upon the business being transacted of at least one third of the nominal amount paid up on the shares of that class then in issue and so that any holder of shares of the class present in person or by proxy may demand a poll.
- 5 The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto unless otherwise expressly provided by these Articles or by the terms of issue of such shares but shall be deemed to be varied by the reduction of the capital paid up on those shares and by the creation and issue of further shares ranking in priority for payment of dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares.

ALTERATION OF SHARE CAPITAL

- 6 The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts and (subject to the provisions of Articles 4 and 5) carrying such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of capital or otherwise as the resolution shall prescribe. All new shares shall be subject to the provisions of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.
- 7.1 The Company may for, time to time by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its share capital by the nominal amount of the shares so cancelled;
 - (c) sub-divide its shares or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes) and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may as compared with the others have any such preferred,

⁷ As at 23rd September 2008 authorised share capital was £1.5 million divided into 150 million Ordinary shares of 1p each, of which 108,719,036 had been issued

deferred or other special rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares,

Provided that in relation to any such shares which are at the relevant time held in uncertificated form, the Board shall be entitled in its absolute discretion to determine the procedures for such consolidation, division, cancellation and/or sub-division (subject always to the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned). Without prejudice to the generality of the foregoing, such procedures may involve or include the sending by the Company or by any person on its behalf of an issuer-instruction or issuer instructions or other instruction to the Operator of the relevant system concerned requesting or requiring the cancellation or deletion or amendment of any computerbased entries in that relevant system which relate to the holding of the relevant shares and the Company may, if and to the extent that the Board so determine, by notice in writing to such holders require the holders of the shares concerned to take such steps as may be necessary in connection with such consolidation, division, cancellation and/or sub-division, which may include changing the form in which the shares are held from uncertificated to certificated form, at such time and otherwise as the Board may require. For the purposes of these Articles, "**issuer-instruction**", "**issuer-instructions**", "**Operator**", "**relevant system**" shall each have the meanings ascribed to them by the Regulations.

- 7.2 Whenever as a result of (i) the consolidation of fully paid shares into shares of larger amounts or (ii) the sub-division of shares, any member would become entitled to a fraction of a share the Board may as between the holders of shares so consolidated or subdivided determine which shares are consolidated and/or sub-divided into each consolidated and/or sub-divided share and may in the case of any shares registered in the name of one holder being consolidated with shares registered in the name of another holder or in the case of any shares registered in the name of one or more holders being sub-divided into the names of two or more holders make such arrangements as the Board thinks fit for the sale (for the best price reasonably obtainable) of any consolidated and/or sub-divided share or any fractions thereof and for the payment and distribution amongst the persons entitled thereto of the net proceeds of such sale. For the purpose of effecting any such sale the Board may nominate some person to execute a transfer of the shares sold or to be sold on behalf of the members so entitled to or in accordance with the directions of the purchaser thereof and arrange either for the distribution among the persons entitled thereto of the net proceeds of such sale after deduction of the expenses of sale or (when such net proceeds in respect of any holding do not exceed £3 or such greater sum as may be permitted from time to time by the Stock Exchange) for the payment of such net proceeds to the Company. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 7.3 The Company may by special resolution reduce its share capital or any capital redemption fund, share premium account or other undistributable reserve in any manner and with and subject to any authority and consent required by law.

SHARES

- 8 The Board may exercise all the powers of the Company to allot relevant securities (within the meaning of s.80 of the Act) as authorised and directed by the Company from time to time save that the Board may before the expiry of any such authority make any offer or agreement which would or might require relevant securities to be allotted after such expiry and accordingly the Board may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired and provided further that any authority may be varied and/or revoked from time to time by the Company by ordinary resolution.
- 9 The Board may subject to being so empowered in accordance with the Statutes allot equity securities (within the meaning of s.94 of the Act) pursuant to any authority conferred by the

company from time to time as if s.89(1) of the Act did not apply to any such allotment.

10 Subject to the provisions of the Statutes:

- (a) any shares may be issued on terms that they are, or (at the option of the Company or the shareholders) 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;
- (b) the Company may purchase its own shares (including any redeemable shares) in any manner the Board considers appropriate.

No purchase by the Company of its own shares may be made except with the sanction of an extraordinary resolution passed at a separate class meeting of the holders of any class of convertible securities.

11 Subject to the provisions of these Articles and of the Statutes, all unissued shares for the time being in the capital of the Company shall be at the disposal of the Board, who may allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as it thinks fit but so that no shares shall be issued at a discount,⁸ except in accordance with the provisions of the Statutes.

12 The Company may exercise all powers conferred by the Statutes of paying commissions to the fullest extent permissible. Subject to the provisions of the Statutes, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

13 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 be 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 rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.

14 If at any time all the issued shares of the Company, or all the issued shares thereof of a particular class, are fully Paid Up and rank pari passu for all purposes, none of those shares need thereafter have a distinguishing number so long as it remains fully Paid Up and ranks pari passu for all purposes with all shares of the same class for the time being issued and fully Paid Up.

CERTIFICATES

15 Except as provided below, every person whose name is entered as a member on the Register (except or as otherwise provided by the Statutes and except a Stock Exchange Nominee in respect of whom the Company is not by law required to complete and have ready for delivery a certificate) shall be entitled without payment to receive one certificate in respect of each class of shares held by him, or, with the consent of the Board and upon payment of such sum (if any) for every certificate after the first as the Board shall determine, to several certificates, each for one or more of his shares. No certificate will normally be issued in respect of shares held by a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange. Shares of different classes may not be included in the same certificate. Where a member has transferred part of his holding of shares he shall be entitled to a certificate for the balance of his holding without charge.

⁸ ie at less than 1p

- 16 Every certificate for shares shall be issued under the Seal or in such other manner as the Board, having regard to the terms of issue, the Statutes and the regulations of any exchange on which the Company's securities are listed, may authorise, and shall specify the number and class of shares to which it relates, the distinguishing number (if any) of the shares and the amount paid up thereon and (subject as hereinafter provided) shall bear the autographic signatures of at least one Director and the Secretary provided that the Board may by resolution determine that such signatures, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Board or by some method or system of mechanical signature, provided also that the Company shall not be bound to register more than four persons as the joint holders of any share (except in the case of executors or trustees of a deceased member) and 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 for a share to one of several joint holders shall be sufficient delivery to all. The above provisions in relation to certificates shall not apply in respect of shares held in uncertificated form (and for this purpose those holdings of the same holder or joint holders held in certificated form and those held in uncertificated form shall be treated as separate holdings, unless the Board otherwise determines).
- 17 If a share certificate is worn out, defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity with or without security as the Board requires. In the case of loss or destruction the person to whom the new certificate is issued shall pay to the Company any exceptional out of pocket expenses incidental to the investigation of evidence of loss or destruction and the preparation of the requisite form of indemnity but shall not be liable to any charge in respect of the issue of the certificate as such.

UNCERTIFICATED SHARES

- 18 (a) The Company may issue shares which may be held evidenced and transferred through a relevant system in uncertificated form, and where any share is held in uncertificated form the Company shall not issue and no person shall be entitled to receive a certificate in respect of such share at any time for so long as the title to that share is evidenced otherwise than by a certificate and transfers may be made otherwise than by a written instrument by virtue of the Regulations. Title to shares in issue at the date of adoption of these Articles may be transferred and evidenced by a relevant system. The Board shall have power to implement any arrangements as they may, in their absolute discretion, think fit in relation to the evidencing and transfer of shares held in uncertificated form (subject always to the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned).
- (b) Conversion of shares held in certificated form into shares held in uncertificated form, and vice versa, may be made in such manner as the Board may, in its absolute discretion, think fit (subject always to the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned).
- (c) The Company shall enter on the Register how many shares are held by each member in uncertificated form and in certificated form and shall maintain the register in each case as is required by the Regulations and the relevant system concerned.
- (d) Notwithstanding any provision of these Articles, a class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which apply only in respect of certificated or uncertificated shares.

LIEN

- 19 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 that share; but the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other moneys payable thereon.
- 20 The Company may sell, in such manner as the Board thinks fit (for which purposes the Board may authorise the conversion of shares to be sold which are certificated shares into uncertificated shares and vice versa (so far as is consistent with the facilities and requirements of the relevant system concerned)), any shares on which the Company has a lien, but no sale shall be made unless some moneys in respect of which the lien exists are presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the moneys presently payable, and stating the intention to sell in default, shall have been given to the registered holder for the time being of the share, or the person entitled to the share by reason of death or bankruptcy. To give effect to any such sale the Board may authorise some person to execute a transfer of the shares sold to the purchaser. The purchaser shall be entered in the Register as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase moneys, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The net proceeds of sale after payment of costs shall be received by the Company and applied in or towards payment or satisfaction of the debt or liability in respect of which the lien exists, so far as the same is presently payable. Any residue shall, upon surrender to the Company for cancellation of the certificate for the shares and subject to a lien for debts or liabilities (whether or not then presently payable) in like form and terms as existed upon the shares prior to the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 21 Subject to any terms upon which any shares may have been issued and these Articles, the Board 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 by way of premium). Each member shall (subject to being given at least 14 days' notice specifying the time(s) and place of payment) pay to the Company at the time(s) and place so specified the amount called on his shares. A call may be revoked or the time(s) fixed for its payment postponed by the Board. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be made payable by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. The Board may differentiate between the holders as to the amount of calls to be paid and the time(s) of payment.
- 22 No member shall be entitled to receive any dividend or other payment or distribution or to be present and vote at any general meeting either personally or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).
- 23 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 such sum from the day fixed for payment to the time of actual payment at such rate (not exceeding 20% per annum) as the Board determines; but the Board shall be at liberty to waive payment of such interest wholly or in part.

- 24 Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable. In case of non-payment all the provisions of these Articles relating to payment of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 25 The Board may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.
- 26 The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him. In such event, the Company may pay interest upon all or any of the moneys so received during the whole or any part or parts of the period of such advance at such rate (if any) as may be agreed from time to time between the Board and such member.

FORFEITURE AND SURRENDER OF SHARES

- 27 If a member fails to pay the whole or any part of any call or instalment of a call on the day fixed for payment, the Board may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall fix a further day (not being less than seven days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place specified, the shares on which the call was made will be liable to be forfeited.
- 28 If the requirements of any such notice are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payment(s) required by the notice have been made, be forfeited by resolution of the Board to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- 29 When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of death or bankruptcy, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register in respect of such share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
- 30 A forfeited share may be sold, re-allotted or otherwise disposed of upon such terms and in such manner as the Board thinks fit; and at any time before sale, re-allotment or disposal, the forfeiture may be annulled on the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share, or on the terms of compliance with the terms of any notice served under s.212 of the Act, as appropriate, and on such further terms (if any) as it shall see fit. The Board may authorise some person to execute the transfer in the case of shares held in certificated form and, in the case of shares held in uncertificated form, the Board shall be entitled in its absolute discretion to determine the procedures for such transfer (subject always to the Statutes, the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned), which may (without prejudice to the generality of the foregoing) involve or include the sending by the Company or by any other person on its part of an issuer-instruction or issuer instructions or other instruction to the Operator of the relevant system concerned requesting or requiring the cancellation or deletion

or amendment of any computer-based entries in that relevant system relating to the holding of such shares and the Company may, if and to the extent that the Board so determine, require the holder of the shares before the forfeiture thereof to take such steps as may be necessary in connection with such transfer, which may include changing the form in which the shares are held from certificated to uncertificated form, at such time and otherwise as the Board may require.

- 31 A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall, in the case of shares held in certificated form, surrender to the Company for cancellation the certificate(s) therefor, and in the case of shares held in uncertificated form the Company shall be entitled to take all actions and steps as are allowed or required pursuant to the Statutes and the Regulations and in accordance with the rules, regulations, procedures, facilities and requirements of the relevant system to give effect to such forfeiture. Notwithstanding such forfeiture, a person whose shares have been forfeited shall remain liable to pay to the Company all moneys which at the date of forfeiture were then payable by him to the Company in respect of the shares, with interest thereon in accordance with Article 23, but his liability shall cease if and when the Company shall have received payment in full of all such moneys (including any interest payable) in respect of the shares
- 32 The Board may accept the surrender of any share which it is entitled to forfeit upon such terms and conditions as may be agreed and, subject to any such terms and conditions, a surrendered share shall be treated as if it had been forfeited.

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

- 33 A statutory declaration in writing that the declarant is one of the Board or the Secretary, and that a share has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of such facts as against all persons claiming to be entitled to the share. After the person to whom the share is sold, re-allotted or disposed of shall have been registered as the holder thereof, his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

- 34 Subject to any regulations from time to time made under the Statutes so permitting, nothing in these Articles shall require title to any securities of the Company to be recognized by the Board only if evidenced or transferred by a written instrument. The Board shall have power to implement any arrangements it may think fit for such evidencing and transfer which accord with those regulations.
- 35 Except as otherwise provided by the Statutes and these Articles, all transfers of shares in certificated form shall be effected by instrument in writing in any common form or in such other form as the Board may approve and shall be signed by or on behalf of the transferor and (except in the case of a fully paid up share) the transferee and left at the Office or at such other place as the Board may from time to time determine and transfers of shares in uncertificated form shall be effected by means of the relevant system concerned, in accordance with the Statutes, the Regulations and rules, regulations, procedures, facilities and requirements of that relevant system, and subject to the Statutes the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register in respect thereof.

36

Subject to the Statutes, the Board may, in its absolute discretion, refuse to register any instrument of transfer of, or which includes, shares which are not fully paid up (provided that where such shares are admitted to the Official List of the Stock Exchange or admitted for trading on the Alternative Investment Market of the Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis), or on which the Company has a lien, but shall not be bound to specify the grounds upon which such registration is refused. Subject to the Statutes, the Board may also refuse to register any instrument of transfer of shares where:

- (a) in the case of shares held in certificated form, the instrument of transfer, duly stamped, is not deposited at the Office or such other place as the Board may appoint accompanied (save in the case of a transfer by a stock exchange nominee where a certificate has been issued in respect of the relevant shares) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (b) it is not in respect of one class of share only;
- (c) in the case of a transfer to joint holders, they exceed four in number;
- (d) it is in favour of a minor;
- (e) in the case of shares held in certificated form, it is in favour of a bankrupt or person of unsound mind; and
- (f) without prejudice to the foregoing, in the case of shares held in uncertificated form, such refusal is permitted by the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned.

If the Board refuses to register a transfer, it shall, in the case of shares held in certificated form, within two months after the date on which the transfer was lodged with the Company, and in the case of shares held in uncertificated form, within two months after the date on which the relevant Operator-instruction (as such term is defined in the Regulations) was received by or on behalf of the Company, send to the transferee notice of the refusal.

37

The registration of transfers may be suspended and the Register closed at such times and for such periods as the Board may from time to time determine, provided that it shall not be closed for any greater period than an aggregate of 30 days in any Year.

38

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

39

Subject to Article 40, all instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Board refuses to register shall be returned to the person depositing it.

40

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 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 be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made, that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid and effective certificate duly and properly cancelled, and that 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 that:

- (a) 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;

- (b) 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 set out in this Article, or in any other circumstances, which would not attach to the Company in the absence of this Article;
- (c) references in this Article to the destruction of any document include references to the disposal thereof in any manner.

41 Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

42 In the case of the death of a member, the survivor, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which has been jointly held by him with others.

43 Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may be required by the Board and subject as hereinafter provided, (and in the case of uncertificated shares, subject also to the facilities and requirements of the relevant system concerned) elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share to that person. All the provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall apply to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by that member.

44 A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall subject to the requirements of Article 169 be entitled to receive, and may give a discharge for all dividends and other monies payable in respect of the share, but he shall not be entitled to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a member until he shall have been registered as a member in respect of the share. The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 60 days the Board may thereafter withhold payment of all dividends or other monies payable in respect of the share until the requirements of the notice have been complied with.

UNTRACED MEMBERS

45 The Company shall be entitled to sell at the best price reasonably obtainable any share of a member or any share to which a person is entitled by transmission if and provided that:

- (a) for a period of 12 years no cheque or warrant sent by the Company through the post in a pre-paid letter addressed to the member or to the person entitled by transmission to the share at his address on the Register or other the last known address given by the member or the person entitled by transmission to which cheques and warrants are to be sent has been cashed and no communication has been received by the

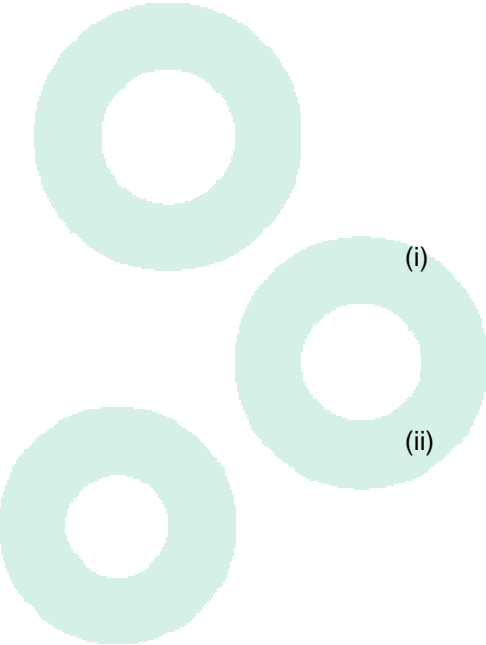
Company from the member or the person entitled by transmission provided that in any such period of 12 years the Company has paid at least three dividends whether interim or final and no such dividend has been claimed and no communication has been received by the Company from the member or the person entitled by transmission;

- (b) the Company has at the expiration of the said period of 12 years by advertisement in both a leading London daily newspaper and in a newspaper circulating in the area in which the address referred to in Article 45(a) is located given notice of its intention to sell such share;
- (c) the Company has not during the further period of 3 months after the date of the advertisement and prior to the exercise of the power of sale received any communication from the member or person entitled by transmission; and
- (d) the Company has first given notice in writing to the Quotations Department of The Stock Exchange of its intention to sell such shares.

Subject to the Statutes and in the case of shares held in uncertificated form, to the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned, to give effect to any such sale in the case of shares held in certificated form the Company may appoint any person to execute as transferor an instrument of transfer of such share and such instrument of transfer shall be as effective as if it had been executed by the registered holder of, or person entitled by the transmission to such share or, in the case of shares held in uncertificated form the Board shall be entitled in its absolute discretion to determine the procedures for such transfer (subject always to the Regulations and the rules, regulations, procedures, facilities and requirements of the relevant system concerned), which may (without prejudice to the generality of the foregoing) involve or include the sending by the Company or by any other person on its behalf of an issuer-instruction or issuer instructions or other instruction to the Operator of the relevant system concerned requesting or requiring the cancellation or deletion of any computer-based entries in that relevant system relating to the holding of such shares and the title of the purchaser or other transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The Company shall account to the member or other person entitled to such share for the net proceeds of such sale by carrying all moneys in respect thereof to a separate account which shall be a permanent debt of the Company and the Company shall be deemed to be a debtor and not a trustee in respect thereof for such member or other person. Moneys carried to such separate account may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Board may from time to time think fit.

DISCLOSURE OF INTERESTS

- 46 S.212 of the Act shall be deemed to be incorporated into these Articles and accordingly to apply as between the Company and each member.
- 47 (a) No member shall, unless the Board otherwise determines, be entitled in respect of shares held by him to attend and vote at a general meeting either personally or by proxy if he or any person appearing to be interested in such shares (the **Default Shares**) has been duly served with a notice under s.212 of the Act (a **Section 212 Notice**) and is in default in supplying to the Company the information thereby required within the period of 14 days after service of such notice.
- (b) Where the Default Shares represent at least 0.25 per cent. of the issued shares of a particular class then the Board may also direct by notice in writing to the member (**the Direction Notice**):



(i) that any dividend (including shares issued in lieu of dividend) or other money which would otherwise be payable in respect of each of the Default Shares shall (in whole or in part thereof) be retained by the Company without any liability to pay interest thereon when such money is finally paid to the member; and/or

(ii) that no transfer, other than an Approved Transfer, of any of the Default Shares held by such member shall be registered unless:

(A) the member is not himself in default as regards supplying the information required; and

(B) the transfer is of part only of the member's holding and when presented for registration is accompanied by a certificate by the member in a form satisfactory to the Board to the effect that after due and careful enquiry the member is satisfied that none of the shares the subject of the transfer are Default Shares.

48 The period during which the rights as to attendance and voting at meetings and in respect of dividends shall be suspended shall commence on the date of the decision of the Board that such rights shall be suspended and shall continue until the member or other person complies with his obligations under this Article, save that if any such member or other person shall satisfy the Board that he has ceased to be interested in any Default Share such rights shall forthwith be restored in respect of such share.

49 Where a Section 212 Notice is served on any person other than the member in respect of any shares, the Company shall send a copy of the notice to the member but failure or omission by the Company to do so shall not invalidate such notice.

50 Any Direction Notice and any restrictions on attending and voting at general meetings of the Company pursuant to Articles 47 and 48 shall cease to have effect:

(a) on the expiry of seven days after the due compliance, to the satisfaction of the Company, of the relevant Section 212 Notice; or

(b) if such shares are transferred by means of an Approved Transfer; or

(c) if and to the extent that the Board so determines

51 Where any person appearing to be interested in any shares has been served with a Section 212 Notice and such shares are held by a recognised depository, the provisions of Articles 46 to 55 shall be deemed to apply only to those shares held by the recognised depository in which such person appears to be interested and references to Default Shares shall be construed accordingly.

52 Where the member on whom a Section 212 Notice has been served is a recognised depository, the obligations of the recognised depository acting in its capacity as such shall be limited to disclosing to the Company such information relating to any person appearing to be interested in the shares held by it as has been recorded by the recognised depository pursuant to the arrangements entered into by the Company or approved by the Board pursuant to which it was appointed as a recognised depository.

53 For the purposes of these Articles:

(a) a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under s.212 of the Act

which names such person as being so interested or if the Company (after taking into account the said notification and any other notification under the Act or any relevant information otherwise available to the Company) knows or has reasonable cause to believe that the person in question is, or may be, interested in the shares, and references in these Articles to persons interested in shares and to interests in shares shall be construed in accordance with s.212(5) of the Act;

- (b) a transfer is an Approved Transfer if (but only if):
- (i) the transfer results from a sale made through a recognised investment exchange or any stock exchange outside the United Kingdom on which the Company's shares (or rights in respect of those shares) are normally traded; or
 - (ii) it is a transfer of shares to an offeror by way of acceptance of or in pursuance of a takeover offer (within the meaning of s.428 of the Act) for the Company; or
 - (iii) the Board is satisfied that the transfer is made pursuant to a sale to a party who, in the opinion of the Board, is not connected with the holder thereof or with any other person appearing to be interested in such shares prior to such transfer (being a party which itself is not the holder of any shares in the Company in respect of which a Direction Notice is then in force or a person appearing to be interested in any such shares) and the Board does not have reasonable grounds to believe that the transferor or any other person appearing to be interested in such first-mentioned shares will following such transfer have any interest in such shares;
- (c) a recognised depository is a custodian or other person appointed under arrangements entered into with the Company or otherwise approved by the Board whereby such custodian or other person holds or is interested, directly or indirectly through a nominee, in shares of the Company or rights or interests in respect thereof and issues securities or other documents of title, or maintains accounts, evidencing or recording the entitlement of the holders thereof, or account holders, to or to receive such shares, rights or interests, provided and to the extent that such arrangements have been approved by the Board for the purposes of this Article and shall include, where so approved by the Board, the trustees (acting in their capacity as such) of any employees' share scheme established by the Company;
- (d) a reference to a person being in default in supplying to the Company the information required by a Section 212 Notice includes a reference to his having failed or refused to give all or any part of it and also includes a reference to his having given information which he knows to be false in a material respect or having recklessly given information which is false in a material respect.

54 None of the provisions contained in these Articles shall in any way limit or restrict the rights of the Company under s.212 and s.216 of the Act or any order made by the court under s.216 of the Act nor shall any sanction imposed by the Board pursuant to Articles 46 to 55 cease to have effect, otherwise than as provided in this Article, unless it is so ordered by the court.

55 The Board shall promptly notify the member concerned of any decision that the rights aforesaid shall cease to be exercisable in respect of any shares, and (if and when subsequently the case) of its being satisfied that the default by reason of which the Board reached that decision has been remedied as aforesaid, and shall cause the Register and the register kept by virtue of s.213 of the Act to be noted accordingly.

STOCK

- 56 The Company may by ordinary resolution convert any fully paid up shares into stock, and reconvert any stock into fully Paid Up shares of any denomination.
- 57 The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances admit.
- 58 The Board may from time to time fix the minimum amount of stock transferable but so that the minimum shall not exceed the nominal amount of the shares from which the stock arose.
- 59 The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in dividends and profits and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such rights, privileges or advantages.
- 60 All the provisions of these Articles applicable to paid up shares shall apply to stock, and in all such provisions the words "share" and "member" shall include "stock" and "stockholder" accordingly.

GENERAL MEETINGS

- 61 The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice convening it. Not more than 15 months⁹ shall elapse between the date of any Annual General Meeting and that of the next. Subject as aforesaid, an Annual General Meeting shall be held at such time and such place as the Board may determine.
- 62 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 63 The Board may call an Extraordinary General Meeting whenever it thinks fit, and Extraordinary General Meetings shall also be convened on such requisition or, in default, by such requisitionists, as provided by the Statutes. 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 may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 64 Every Annual General Meeting shall be called by 21 Days' notice¹⁰ at the least.
- 65 Any General Meeting except an Annual General Meeting must be called by notice of at least

⁹ For the financial year ending 31 December 2008, the AGM must be held within 7 months of that date ie on or before 31st July 2009 (paragraph 15 of Schedule 1 to the Third Commencement Order 2007/2194 changed the Companies Act 2006 section 336(1) period from 6 months to 7 months. For financial years ending on or after 31 December 2009, the AGM must be held within 6 months of the end of the financial year (ie before 30th June 2010 et seq.) See Article 10(1)(b) of the Fifth Commencement Order 2007/3495 and paragraph 4 of Schedule 3 to the Sixth Commencement Order 2008/674.

¹⁰ Amended 30th July 2008 from "20 clear working days" (see Companies Act 2006 s. 307(2)(a))

- 14 days.¹¹ The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Notices shall be given in the manner provided by these Articles to all the members, including members who hold shares in uncertificated form, (other than those who, under the provisions of these Articles, or the rights attached to their shares, are not entitled to receive such notices), to each of the Directors and to the Auditors.
- 66 A general meeting shall notwithstanding that it is called by shorter notice than that specified in the immediately preceding Article, be deemed to have been duly called if it is so agreed by such members as are prescribed in that behalf by the Statutes.
- 67 Any notice of a meeting shall be in writing or shall be given using electronic communication to an address for the time being notified for that purpose to the Company.
- 68 Every notice of meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of such business.
- 69 Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll to vote thereat instead of him and that a proxy need not be a member; and a form of proxy for use by each member entitled to attend and vote at such meeting shall accompany the notice therefor.
- 70 The accidental omission to give notice of any meeting, or to send a form of proxy with a notice where required by these Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by such a person, shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 71 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of declaring dividends, the consideration of the accounts and balance sheet, the reports of the Directors and Auditors and any other documents required to be annexed to the balance sheet, the appointment of Directors in the place of those retiring by rotation or otherwise and the appointment of, and the fixing of the remuneration of, the Auditors.
- 72 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Three members present in person or by proxy and entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a Company which is a member shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present for the purpose of this Article if represented by its representative duly authorised in accordance with Article 87.
- 73 If within 15 minutes (or within such longer time not exceeding one hour as the Chairman of the meeting may decide) from the time fixed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and to such time and place, as may be fixed by the Chairman of the meeting and if at such adjourned meeting a quorum is not present within 15 minutes from the time fixed for holding the meeting, the members present (if more than one) in person or by proxy shall be a quorum.
- 74 The Chairman (if any) of the Board or in his absence some other Director nominated by the Board, shall preside as Chairman at every general meeting of the Company. If at any such

¹¹ Amended 30th July 2008 (see s. 307(2)(b) of the 2006 Act) from "An Extraordinary General Meeting called for the passing of a special resolution shall be called by 21 Clear Days' notice at the least and all other Extraordinary General Meetings shall be called by 14 Clear Days' notice at the least."

meeting, neither the Chairman nor such other Director is present within 15 minutes after the time fixed for holding the meeting or is willing to act as Chairman of the meeting, the Directors present shall choose one of themselves or if no Director is present, or if all the Directors present decline to take the chair, the members present shall choose one of themselves to be Chairman of the meeting.

75 The Chairman of a meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more or for an indefinite period, 7 Clear Days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting; but it shall not otherwise be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

76 At any general meeting a resolution put to the 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 demanded:

- (a) by the Chairman of the meeting; or
- (b) by at least three members present in person or by proxy and entitled to vote on such resolution; or
- (c) by any 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 on such resolution; or
- (d) by a member or members present in person or by proxy holding shares in the Company conferring a right to vote on such resolution, being shares on which an aggregate sum has been Paid Up equal to not less than one-tenth of the total sum Paid Up on all the shares conferring that right.

Unless a poll is so demanded, a declaration by the Chairman 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 the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

77 Subject to Article 76, if a poll is duly demanded, it shall be taken in such manner as the Chairman of the meeting may direct. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

78 A poll demanded on the election of the Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman of the meeting directs, but in any case not more than 28 days after the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time before the conclusion of the meeting; but if a demand is withdrawn, the Chairman of the meeting or other members entitled may himself or themselves demand a poll.

79 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority:

- (a) to demand or join in demanding a poll (and for the purposes of Article 78 a demand by a person as proxy for a member shall be the same as a demand by that member); and
- (b) to vote on a poll on the election of a Chairman and/or on a motion to adjourn a meeting.

- 80 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member or as a representative or proxy of a member.
- 81 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 82 No notice need be given of a poll not taken forthwith if the place, the day and the time at which it is to be taken are announced at the meeting or adjourned meeting at which it is demanded. In any other case, 7 Clear Days' notice at the least shall be given, specifying the place, the day and the time at which the poll is to be taken.

VOTES OF MEMBERS

- 83 Subject to any special rights or restrictions as to voting attached to any shares and to the provisions of these Articles, on a show of hands, every member¹² who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or proxy shall have one vote, and on a poll every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every share of which he is the holder.
- 84 On a poll votes may be given either in person or by proxy or by representative.
- 85 On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- 86 In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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.
- 87 Any corporation which is a member may appoint such person as it thinks fit to act as its representative at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company. Such appointment shall be made in writing and be signed on behalf of the corporation by an officer thereof. The person so appointed shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so appointed is present thereat.
- 88 A member incapable by reason of mental disorder of managing and administering his property and affairs, may vote, whether on a show of hands or on a poll, by his receiver, or other person authorised by any court of competent jurisdiction to act on his behalf, and such person may on a poll vote by proxy.
- 89 No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 90 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 given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and

¹² Symphony may require that the voter must be a registered holder at a specified time not earlier than 48 hours before the meeting or the adjourned meeting. (Reg. 41 of the Uncertificated Securities Regulations 2001/3755).

conclusive.

91 Any person (whether a member or not) may be appointed to act as a proxy. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in such form as is usual or as the Board may approve.

92 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified as a true copy by a solicitor or some other person or in some other way approved by the Board may:

- (a) in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting;
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

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

- (c) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director;

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

93 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or incapacity of the principal, or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, incapacity or revocation shall have been received by the Company at the Office (or other place referred to in the preceding Article) or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

94 Subject to the provisions of the Statutes, a resolution in writing signed by or on behalf of all the members for the time being entitled to receive notice of and to attend general meetings and to vote on such resolution (or being corporations by their duly authorised representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If the resolution is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

APPOINTMENT AND ROTATION OF DIRECTORS

- 95 Unless and until otherwise determined by the Company by ordinary resolution, the Directors shall not be less than two. A Director shall not require a share qualification, and whether or not a member, shall be entitled to attend and to speak at any general meeting or at any separate meeting of the holders of any class of shares of the Company.
- 96 Subject to the provisions of these Articles, at the Annual General Meeting in every year one-third of the Directors (or, if their number is not 3 or a multiple of 3, the number nearest to but not exceeding one-third), shall retire from office, provided that any Director whose office determines under Article 102 hereof shall not be taken into account in determining the number of Directors who are due to retire by rotation.
- A Director retiring at a meeting as aforesaid shall retain office until the dissolution of that meeting.
- 97 Subject to the provisions of the Statutes and of these Articles (and, in particular Article 104 hereof) the Directors to retire in every year shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-appointment.
- 98 The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and, in default, the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.
- 99 No person other than a Director retiring at a General Meeting shall, unless recommended by the Directors for appointment, be appointed a Director at that meeting unless, not less than 6 nor more than 14 Clear Days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.
- 100 At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.
- 101 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to vacate office and without prejudice to the provisions of the next following Article may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy, or as an additional Director.
- 102 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the conclusion of the following Annual General Meeting, and shall be eligible for election at that meeting.
- 103 Except with the prior sanction of an ordinary resolution of the Company no contract of

employment entered into by a Director with the Company or any of its subsidiaries shall incorporate a term by which such employment is to continue, or may be continued otherwise than at the instance of the employing company, for a period exceeding 5 years¹³ during which the employment:

- (a) cannot be terminated by the employing company by notice; or
- (b) can be so terminated only in specified circumstances

REMOVAL AND DISQUALIFICATION OF DIRECTORS

104 Without prejudice to the provisions of the Statutes¹⁴, the Company may, by extraordinary resolution, remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by ordinary resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

105 The office of a Director shall be vacated in any of the following events, namely:

- (a) if he resigns his office by notice in writing to the Company; or
- (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
- (d) if he is absent from meetings of the Board for 6 successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board resolves that his office be vacated; or
- (e) if he ceases to be a Director by reason of any of the provisions of the Statutes; or
- (f) if he becomes prohibited by law from being a Director; or
- (g) if he is requested in writing by all the other Directors to resign; or
- (h) if, in the case of a Director who holds an executive office, his appointment as such is terminated or expires and the Directors resolve that he ceases to be a Director.

DIRECTORS' FEES

106 The Directors shall (in addition to any emoluments to which they may be entitled as mentioned in Article 123 below) be paid out of the funds of the Company such sum by way of Directors' fees as the Board (or for the avoidance of doubt any duly authorised committee of the Board) may from time to time determine provided that they shall not in any one year exceed in aggregate the sum of £200,000, or such other sum as may from time to time be approved by ordinary resolution. Any such fees shall be divisible among the Directors as they may agree, or, failing agreement, equally.

¹³ 2 years unless approved by resolution of the Members. (2006 Act section 188).

¹⁴ 2006 Act s.168, 169

107 A director holding office for part only of a year shall be entitled to a proportionate part of a full year's fees. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) and other expenses as they may incur in attending meetings of the Board, or of committees of the Board, or general meetings of the Company, or which they may otherwise properly incur in or about the business of the Company.

108 Any Director who by request of the Board performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, participation in profits or otherwise as the Board (or for the avoidance of doubt any duly authorised committee of the Board) may determine.

POWERS OF DIRECTORS

109 The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

110 The Board may make such arrangements as the Board thinks fit for the management and transaction of the Company's affairs in the United Kingdom or elsewhere and may for that purpose establish councils, committees, local boards or agencies and may appoint any persons to be members of such councils, committees, boards or agencies and/or other managers or agents and delegate to them any of the powers of the Board (other than the power to borrow and make calls) with power to sub-delegate.

111 The Board may from time to 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 Board, to be the attorney or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit. Any such power of attorney or other appointment may contain such provisions for the protection or convenience of persons dealing with any such agent or attorney as the Board deems fit, and may also authorise any such agent or attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

112 The Board may from time to time make and vary such Articles as it thinks fit respecting the keeping of overseas branch registers of members pursuant to the Statutes.

113 The Board may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors in business of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit, or to advance the interests and well-being, of the Company or of any such other company as aforesaid, or of any such person 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, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

BORROWING POWERS

- 114 Subject as hereinafter provided the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital, or any part thereof, 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.
- 115 In these Articles the **Group** means the Company and its subsidiaries for the time being and references to a member of the Group shall be construed accordingly. The Board 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 subsidiaries (if any) so as to secure (so far, as regards subsidiaries, as by such exercise they can secure) that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Group (exclusive of moneys borrowed by one member of the Group from another) shall not at any time without the previous sanction of an ordinary resolution of the Company exceed an amount equal to twice the Share Capital and Consolidated Reserves. For the purposes of the said limit the issue of debentures shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash.
- 116 In Article 115 the expression **Share Capital and Consolidated Reserves** means at any material time the amount standing to the credit of the share capital account of the Company plus the aggregate amount standing to the credit of the consolidated capital and revenue reserves (including any share premium account or capital redemption reserve fund) plus or minus the amount standing to the credit or debit (as the case may be) of the consolidated profit and loss account all as shown in the latest published consolidated balance sheet and profit and loss account (together the Accounts) of the Group but adjusted as may be necessary and appropriate to take account of any subsidiary not consolidated in the Accounts and any increase in or reduction of the issued and paid up share capital of the Company since the date to which the consolidated balance sheet incorporated in the Accounts shall have been made up and any distributions (other than normal preference dividends and interim dividends paid in each case out of profits earned since such date) in cash or specie made, recommended or declared from such reserves or profit and loss account since such date; excluding any sums set aside for taxation; deducting any amount for goodwill, or any other intangible asset, (not being any amount representing part of the cost of a bona fide commercial acquisition of shares or other property) shown as an asset in such balance sheet (as adjusted); deducting any amounts attributable to minority interests; and after making such other adjustments (if any) as the Auditors may consider appropriate, including in particular adjustments as may be appropriate to provide for the carrying into effect of the transaction for the purposes of or in connection with which the share capital and consolidated reserves require to be calculated. For the purposes of the foregoing, share capital allotted shall be treated as issued notwithstanding that the issue thereof has not been completed by the registration of the allottees or their renounees. The certificate of the Auditors as to the amount of the Share Capital and Consolidated Reserves at any time shall be conclusive and binding upon all concerned.
- 117 For the purposes of Articles 115 and 116 monies borrowed for the purpose of repaying the whole or part of any moneys previously borrowed and then outstanding (including any premiums payable on final repayment thereof) and intended to be applied for such purpose within six months of such borrowing shall not, pending such application within such time, be taken into account as moneys borrowed.

- 118 No lender or other person dealing with the Company in good faith shall be concerned to see or enquire whether the limit contained in Article 115 is observed. No debt incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual, except in the case of express notice to the lender or the recipient of the security, at the time when the debt was incurred or security given, that the limit hereby imposed had been, or would thereby be, exceeded.
- 119 If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Board may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security notwithstanding any change of Directors, and shall be assignable if expressed so to be.
- 120 All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

EXECUTIVE DIRECTORS

- 121 The Board may from time to time:
- (a) appoint one or more of its body to any office (except that of Auditor) or employment in the Company, for such period¹⁵ and on such terms as it thinks fit, and may revoke such appointment (but so that such revocation shall be without prejudice to any rights or claims which the person whose appointment is revoked may have against the Company by reason of such revocation); and
 - (b) permit any person appointed to be a Director to continue in any other office or employment held by him before he was so appointed.
- A Director holding any such other office or employment is herein referred to as an Executive Director.
- 122 An Executive Director shall not (subject to the provisions of any agreement between him and the Company) cease to hold such other office by reason only of his ceasing to be a Director, nor (subject to the provisions of any agreement as aforesaid) shall any such Director be liable to vacate his office as such by reason only of his ceasing to hold any other office as aforesaid, the intent being that the tenure by any person of the office of Director and his tenure of any other office as aforesaid shall (subject to the provisions of any agreement as aforesaid) be distinct.
- 123 The remuneration of any Executive Director (including for this purpose the office of Chairman whether or not such office is held in an executive capacity) for his services as such and other terms of employment shall be determined by the Board, and may be paid in any form (whether by way of salary, commission, participation in profits or partly in one way and partly in another or others, or otherwise howsoever).
- 124 The Board may entrust to and confer upon an Executive Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and

¹⁵ Maximum 2 years unless approved by resolution of the Members. (2006 Act section 188).

may from time to time revoke, withdraw, or vary all or any of such powers.

ALTERNATE DIRECTORS

- 125 Any Director other than an alternate Director may at any time appoint another Director or, with the approval of a majority of all of the Directors of the Company for the time being (including the Director wishing to effect the appointment) or their alternates, any other person to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office and subject as aforesaid appoint another person in his place.
- 126 The appointment of an alternate Director shall automatically determine in any of the following events:
- (a) if his appointor shall terminate the appointment;
 - (b) on the happening of any event, which, if he were a Director, would cause or require him to vacate the office of Director or disqualify him from such office;
 - (c) if by writing under his hand left at the Office he shall resign such appointment;
 - (d) if his appointor shall cease for any reason to be a Director otherwise than by retiring and being reappointed at the same meeting.
- 127 An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and, in place of his appointor, to vote (such vote to be in addition to any vote which he may have in his own right as a Director) and, subject to Article 131, be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a Director of his appointor in his absence. An alternate Director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a Director but shall not in respect of his office of alternate Director be entitled to receive any remuneration from the Company. An alternate Director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 128 Every appointment and removal of an alternate Director shall be in writing signed by the appointor and shall take effect (subject to any approval required by Article 125) upon receipt of such written appointment or removal at the Office or by the Secretary.

PROCEEDINGS OF THE BOARD

- 129 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board.
- 130 Notices of meetings of the Board may be given in such form as the Board may from time to time agree. It shall not be necessary to give notice of a meeting of the Board to any Director absent from the United Kingdom. Any one or more (including, without limitation, all) of the Directors, or any committee of the Directors, may participate in a meeting of the Directors or of such committee,

- (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; or
- (b) by a succession of telephone calls to Directors from the Chairman of the meeting following disclosure to them of all material points.

Such meeting shall be deemed to have occurred:

- (i) at the place where most of the Directors participating are present; or
- (ii) if there is no such place, where the Chairman of the meeting is present.

- 131 The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number shall be two. A Director or any other person who is present at a meeting of the Board as an alternate Director shall only be counted as two or more for quorum purposes if at least one other Director or duly appointed alternate Director is also present thereat.
- 132 The continuing Directors may act notwithstanding any vacancy in their number, but if the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors may act for the purpose of increasing the number of Directors up to such number or of calling a general meeting of the Company, but not for any other purpose.
- 133 The Board may from time to time elect from their number, and remove, a Chairman and/or a deputy Chairman and determine the period for which they respectively are to hold office. The Chairman or, in his absence, the deputy Chairman (if any) shall preside at all meetings of the Board but if no Chairman or deputy Chairman is appointed, or neither is present within 5 minutes after the time fixed for holding any meeting, the Directors present may choose one of their number to act as Chairman of such meeting.
- 134 Subject to the Statutes, a resolution in writing or contained in an electronic communication signed by or on behalf of all the Directors for the time being entitled to receive notice of and vote on the resolution at a meeting of the Board shall be valid and effectual as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors (or their alternates).
- 135 The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit with power to sub-delegate to any of such persons. Any committee so formed shall, in the exercise of the powers so delegated, conform to the requirements of any Articles that may be imposed on it by the Board and subject thereto shall be governed by the provisions of these Articles regulating the proceedings and meetings of the Board.
- 136 All acts done bona fide by any meeting of the Board, or of a committee or sub-committee of the Board, or by any person acting as a Director or by an alternate Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Director, alternate Director or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director or, as the case may be, an alternate Director and had been entitled to vote.

MINUTES

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

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of any committee and/or sub-committee of the Board; and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees and sub-committees of the Board.

Any such minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the proceedings.

DIRECTORS' INTERESTS

- 138 Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is barred from voting.
- 139 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:
- (a) the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;
 - (b) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
 - (c) any proposal concerning an offer of 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;
 - (d) any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer, shareholder or otherwise howsoever, Provided that he (together with persons connected with him within the meaning of s.346(2) of the Act) is not the holder of or beneficially interested in one per cent or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);
 - (e) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefit scheme or an employees' share scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes;
 - (f) any proposal concerning any insurance which the Company is empowered to purchase and maintain for or for the benefit of any Director or for persons who include Directors.

- 140 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employment with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to Article 139(d)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 141 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 his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any such Director (other than himself) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fully disclosed.
- 142 The Company may by ordinary resolution suspend or relax the provisions of Articles 138 to 141 to any extent or ratify any transaction not duly authorised by reason of a contravention of such Articles.
- 143 A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director, and may act in a professional capacity in relation to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.
- 144 No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, whether directly or indirectly, be liable to be avoided nor shall any Director so contracting or being so 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.
- 145 Any Director, including an alternate Director, may continue to be or become a Director or other officer or member of or otherwise interested in any other company, whether or not being a company promoted by the Company or in which the Company may be interested, as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or other officer or member of, or from his interest in, any such other company. The Board may exercise the voting power conferred by the shares of any other company held or owned by the Company, and any Director may exercise his voting power as a director of such other company, in such manner in all respects as the Board or such Director may think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them or himself directors or other officers of such company, or voting or providing for the payment of remuneration to the directors or other officers of such company).
- 146 Notwithstanding the Directors' obligations arising under s.317 of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board. In the case of a proposed contract the declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration, or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested. In a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after the Director shall become so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Board held after he is so appointed.

- 147 For the purposes of this Article a general notice given to the Board by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with the company or firm shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

ASSOCIATE DIRECTORS

- 148 The Directors may at any time and from time to time appoint any person to be an Associate, assistant, consultant or special director (an **Associate Director**) and determine the appointment as an Associate Director of any person so appointed. An Associate Director shall not be authorised or empowered to act nor be liable as a Director of the Company in any respect and shall not be deemed to be a Director for any purpose. Subject as aforesaid the Directors may define and limit the powers, authorities and duties of an Associate Director and if from any cause an Associate Director shall cease to be engaged by the Company he or she shall ipso facto cease to be an Associate Director.

SECRETARY

- 149 Subject to the Statutes¹⁶, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.
- 150 Anything by the Statutes required or authorised to be done by or to the Secretary, may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Directors provided that 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 its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

- 151 (a) if the Company has a common Seal or chooses to adopt a common Seal, the Board shall provide for the safe custody of the Seal and any official Seal kept by the Company by virtue of s.40 of the Act. The Seal and any such official Seal shall only be affixed to any instrument by the authority of a resolution of the Board or of a committee of the Board. Subject to paragraph (c) of this Article, every instrument to which the Seal shall be affixed shall be signed by at least two Directors or by one Director and the Secretary or, in place of any of the foregoing, some other person or persons appointed by the Board for the purpose.
- (b) Subject to the Statutes and any regulations made thereunder, notwithstanding the fact that the Company has adopted the Seal, a document signed by a Director and the Secretary, or by two Directors, and expressed, in whatever form of words, to be executed by the Company has the same effect as if executed under the Seal.
- (c) With regard to any certificate for shares, or debentures or any other securities of the

¹⁶ 2006 Act sections 271-280

Company, the Board may by resolution determine either generally or in any particular case that any of the signatures of the persons mentioned in paragraph (b) above, may be dispensed with or affixed by some mechanical means.

- (d) The official seal referred to in this Article shall be used solely for sealing securities issued by the Company and documents creating or evidencing securities so issued. Any such securities or documents sealed with such official seal shall not require to be signed.
- 152 The Company may exercise the powers conferred by s.39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

ACCOUNTS

- 153 The Board shall cause to be kept such books of account and other books and registers as are necessary to comply with the provisions of the Statutes.
- 154 The books of account shall be kept at the Office or (subject to the provisions of the Statutes) at such other place in England as the Board thinks fit, and shall at all times be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorised by the Board or by an ordinary resolution of the Company.
- 155 The Board shall in accordance with the Statutes cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.
- 156 (a) Subject to paragraph (b) of this Article and save as provided by s.238 of the Act as inserted by s.10 of the Companies Act 1989, a printed copy of the Directors' and Auditors' reports accompanied by printed copies of the balance sheet, profit and loss account and other documents required by the Statutes to be annexed to the balance sheet shall, not less than 21 days before the Annual General Meeting before which they are to be laid, be delivered or sent by post to the registered address of every member and holder of debentures of the Company and every person who is entitled to receive notice of general meetings (provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders, but any member or holder of debentures of the Company who is not therefore entitled to be sent these documents shall be entitled to receive a copy free of charge on application at the Office), and to the Auditors for the time being of the Company, and, if a listing on any stock exchange for all or any of the shares or debentures of the Company is for the time being granted, there shall be forwarded to the secretary of such stock exchange, such number of copies of each of these documents as may be required by the regulations and practice for the time being of such stock exchange.
- (b) If the Statutes so permit, the Company need not send copies of the Directors' and Auditors' reports accompanied by copies of the balance sheet, profit and loss account and other documents required by the Statutes to be annexed to the balance sheet to entitled persons (as that expression is defined in The Companies (Summary Financial Statement) Regulations 1992 No. 3075) who do not wish to receive them (or who have failed to respond to an opportunity given to them to elect to receive them) but may send them such summary financial statement or other documents as may be authorised by the Statutes.

AUDIT

- 157 Auditors of the company shall be appointed and their duties regulated in accordance with the Statutes.
- 158 The Auditors' report to the members made pursuant to the statutory provisions as to audit shall be laid before the Company in general meeting and shall be open to inspection by any member.
- 159 Subject to the provisions of the Statutes, all acts done by any person or persons acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in their appointment or that they have at the time of their appointment not qualified for appointment.
- 160 The Auditors 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 them as Auditors.

DIVIDENDS

- 161 The profits of the Company available for distribution and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The company in general meeting may declare dividends accordingly.
- 162 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which shall apply to the Company nor shall any such dividend be paid in excess of the amount recommended by the Board.
- 163 Subject to Article 164, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid; but no amount paid up on a share in advance of a call shall be treated for the purposes of the Article or Article 164 as paid up on such share.
- 164 All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall carry any particular rights as to dividend such share shall rank for dividend accordingly.
- 165 Any general meeting declaring a dividend may upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or partly by the distribution of assets (and in particular, but without limitation, of fully paid shares or debentures of the Company or any other company), and the Board shall give effect to such direction. Where any difficulty arises in regard to such distribution, the Board may settle it as it thinks expedient, and in particular may issue fractional certificates and fix the value for distribution of any 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 those entitled to participate in the dividend, and may vest any specific assets in trustees, upon trust for the members entitled to the dividend and generally make such arrangements as the Board thinks fit.
- 166 The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company, and the Board may also pay the fixed dividend payable on any shares of the Company with preferential rights half-yearly or otherwise on fixed dates whenever such profits in the opinion of the Board justify that course. Provided that the Board acts bona fide, it shall not incur any liability to the holders of shares carrying preferential rights for any damage which they may suffer by reason of the payment of

an interim dividend on any shares having deferred or non-preferred rights.

- 167 Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to the 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 Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
- 168 The Board may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares in the Company.
- 169 Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the person entitled thereto or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to that one of those persons who is first named in the Register in relation thereto, or to such person and such address as the person or persons entitled 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 other person as the person or persons entitled may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
- 170 All unclaimed dividends or other moneys payable on or in respect of a share may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. No dividend or other monies payable in respect of a share shall bear interest against the Company. All dividends unclaimed for a period of 12 years after having been declared shall be forfeited and shall revert to the Company.
- 171 If several persons are entered in the Register as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
- 172 Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, 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.
- 173 Without prejudice to the provisions of Articles 46 to 55 inclusive the Board may, with the prior authority of an ordinary resolution of the Company, offer holders of a particular class of shares the right to elect to receive further shares of that class, credited as fully-paid, instead of cash in respect of all or part of any dividend specified by the ordinary resolution, or to forego their entitlement to all or any part (to be determined by the Board) of any dividend declared or payable on any ordinary share held by them and to take instead fully paid bonus shares, subject to such exclusions, restrictions or other arrangements as the Board may in its absolute discretion deem necessary in relation to compliance with legal or practical problems under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in any territory.
- 174 The following provisions shall apply where payment of a dividend is satisfied in accordance with Article 173:-

- (a) the ordinary resolution may specify a particular dividend or may relate to all or any dividends declared or paid within a specified period, but such period may not end later than the beginning of the Annual General Meeting next following the date of the meeting at which the ordinary resolution is passed;
- (b) the basis of allotment shall be determined by the Board so that, as nearly as may be considered convenient without involving any rounding up of fractions, the value (calculated by reference to the average value) of the new ordinary shares (including any fractional entitlement) to be allotted instead of any amount of dividend (disregarding any associated tax credit) shall be equal to such amount. For the purpose of this paragraph, the "average value" of an ordinary share shall be the average price at which arms-length dealings in fully-paid ordinary shares of the Company took place on a recognised investment exchange on the five Working Days prior to the date on which the relevant dividend is declared or if it is not possible to calculate the average value in that manner, or to do so would, in the opinion of the Board, create a perverse result, then "average value" shall be such sum as is determined by the Board to be the then value of an ordinary share subject to the Auditors confirming that, in their opinion, such determination by the Directors is not unreasonable;
- (c) the Board may make such provisions as it considers necessary or expedient in relation to any offer to be made pursuant to this Article including but not limited to the giving of notice to shareholders of the right of election offered to them, the provision of forms of election (whether in respect of a particular dividend or dividends generally) and determination of the procedure for making and revoking such elections and the place at which, and the latest time by which, forms of election and any other relevant documents must be lodged in order to be effective, and provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down or the benefit of fractional entitlements accrue to the Company (rather than to the members concerned). Shares representing fractional entitlements to which any member would, but for this Article, become entitled may be issued as certificated or uncertificated shares;
- (d) the Directors shall not proceed with any election under this Article unless the Company has sufficient unissued shares authorised for issue and sufficient reserves or funds that may be capitalised to give effect to it after the basis of allotment is determined;
- (e) the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be declared or payable on shares in respect of which an election has been duly made (the "elected shares") and instead additional shares of the relevant class shall be allotted to the holders of the elected shares on the basis stated in (b) above. For such purpose, the Board may capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account, any share premium account, capital redemption reserve or any other undistributable reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the Board may determine, a sum equal to the aggregate nominal amount of the additional shares to be allotted on that basis and apply it in paying up in full the appropriate number of unissued shares for allotment and distribution to the holders of the elected shares on such basis. A Board resolution capitalising any part of the reserve or profits hereinbefore mentioned shall have the same effect as if such capitalisation had been declared by ordinary resolution of the Company in accordance with Article 176 and in relation to any such capitalisation the Board may exercise all the powers conferred on them by those Articles without need of such ordinary resolution;
- (f) the additional shares so allotted shall be allotted as at the record date for the dividend

in respect of which the right of election has been offered and shall rank pari passu in all respects with each other and with the fully-paid shares of that class then in issue except that they will not rank for any dividend or other distribution or other entitlement which has been declared, made or paid by reference to such record date.

RESERVES

175. The Board may from time to time set aside out of the profits of the Company (including any premiums received upon the issue of debentures or other securities of the Company) and carry to reserve such sums as it thinks proper which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may properly be applied and, pending such application, may at the like discretion either be employed in the business of the Company or be invested in such investments (subject to the provisions of the Statutes) as the Board may from time to time think fit. The Board may divide the reserve into such special funds or any parts of any special funds into which the reserve may have been divided. The Board may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS AND RESERVES

176. The Board may with the authority of an ordinary resolution of the Company:
- (a) capitalise any undistributed profits of the Company (including profits carried and standing to any reserve or reserves) not required for paying any preferential dividend whether or not they are available for distribution or any sum carried to reserve as a result of the sale or revaluation of any asset (other than revaluation of goodwill) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
 - (b) appropriate the profits or sum resolved to be capitalised to the holders of Ordinary Shares in proportion to the number of such shares (whether or not fully paid) held by them respectively and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any such shares held by such members respectively, or in paying up in full unissued Ordinary Shares or (subject to any special rights previously conferred on any shares or class of shares for the time being issued) unissued shares of any other class in or debentures of the Company, and allot and distribute such shares or debentures, credited as fully paid up, to and amongst such holders in the proportions aforesaid, or partly in one way and partly in the other;
 - (c) resolve that any shares allotted under this Article to any member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividend;
 - (d) make such provision by the issue of fractional certificates or by payment in cash or otherwise as the Board thinks fit in the case of shares or debentures becoming distributable in fractions;
 - (e) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being binding on all such members); and

- (f) generally do all acts and things required to give to such ordinary resolution

NOTICES

177. Any notice to be given to or by any person pursuant to these Articles (other than one calling a meeting of the Directors) shall be in writing or, where provided by these Articles or allowed by law, shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
178. The Company may give any notice to a member either personally or by sending it through the post in a prepaid letter addressed to such member at his address in the Register or, where applicable, by communicating it electronically to an address for the time being notified to the Company by the member or by any other means authorised by the member concerned. In the case of joint holders of a share all notices and other documents sent by the Company shall be given to that one of the joint holders whose name stands first in the Register. Any notice so given shall be sufficient notice to all the joint holders and the contents of any document so sent shall be deemed to be sufficiently communicated to all the joint holders.
179. Any member whose address in the Register is not within the United Kingdom but who has given to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices given to him, at such address; but, save as aforesaid, any member whose address in the Register is not within the United Kingdom shall not be entitled to receive any notice from the Company.
180. Any notice or other document sent by the Company pursuant to these Articles by post, shall be deemed to have been served on the date following that on which the letter containing the same is posted by whatever class of post). In proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted. A notice contained in an electronic communication shall be deemed to have been served or delivered at the time it is sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
181. Any notice or document sent by post or, where applicable, by way of electronic communication to, or left at the address in the Register of, any member in pursuance of these Articles, shall, notwithstanding such member being then dead, bankrupt, mentally disordered or (being a corporation) in liquidation, and whether or not the Company has had notice of the death, bankruptcy, mental disorder or liquidation, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in such share.
182. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice (other than a notice issued by authority of Article 47) in respect of such share which, previously to his name and address being entered in the Register, shall have been duly given to the person from whom he derives his title to such share.
183. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement inserted once in at least one leading daily newspaper in London.
184. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom it is impractical to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same date in at least two leading daily newspapers with appropriate circulation 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 shall send confirmatory copies of the notice by post if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

185. A member present either in person or by proxy, or in the case of a corporate member by a duly authorised representative or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING-UP

186. The liquidator on any winding-up of the Company (whether voluntary or under supervision or compulsory) may with the authority of an extraordinary resolution, divide among the members in specie the whole or any part of the assets of the Company (whether or not the assets shall be of different kinds), and for such purpose may set such value as he deems fair upon any such assets, and may determine how such division shall be carried out as between members or classes of members but so that if any such division shall be otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as set out in s.111 of the Insolvency Act 1986 as if such resolution were a special resolution passed in accordance with s.110 of that Act. The liquidator may, with like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but no member shall be compelled to accept any shares or other securities which are not fully paid.

INDEMNITY

187. Every Director, alternate Director, manager, Secretary and other officer (and the Auditors) shall, to the extent permitted by the Statutes, be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which they may sustain or incur in or about the execution of their respective offices or otherwise in relation thereto (including, without limitation, any liability which any of them may incur in defending proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by such person as an officer or employee of the Company and in which judgment is given in his favour or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court). 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, employees or auditors of the Company, or any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has an interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, 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 of offices in relation to the Company or any such other company, subsidiary undertaking or pension fund. For the purposes of this Article "holding company" and "subsidiary undertaking" shall have the meanings ascribed to them in the Act.

AUTHENTICATION OF DOCUMENTS

188. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board 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 where any books, records, documents or accounts are elsewhere than at the Office, the officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.
189. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board 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 extract is a true and accurate record of the proceedings at a duly constituted meeting.