

CONFIDENTIAL

No. 12901

THE COMPANIES ACT 1862

AND

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

F & C INVESTMENT TRUST PLC

[(As adopted by Special Resolution passed on [●])]

Contents

Clause	Page
PRELIMINARY	1
1 Table A and Model Articles not to apply	1
2 Interpretation	1
3 Change of name	5
4 Limited liability	5
SHARE CAPITAL	5
5 Share rights	5
6 Allotment.....	5
7 Redeemable shares	6
8 Commission and brokerage	6
9 Trusts not to be recognised.....	6
10 Certificated and uncertificated shares	6
SHARE CERTIFICATES	8
11 Right to certificates	8
12 Replacement certificates	8
LIEN ON SHARES	9
13 Lien on shares not fully paid.....	9
14 Enforcement of lien by sale	9
15 Application of proceeds of sale	9
CALLS ON SHARES	10
16 Calls.....	10
17 Liability of joint holders	10
18 Interest on calls	10
19 Rights of member when call unpaid	10
20 Sums due on allotment treated as calls	10
21 Power to differentiate.....	11
22 Payment in advance of calls.....	11
FORFEITURE OF SHARES.....	11
23 Notice if call not paid	11
24 Forfeiture for non-compliance	11
25 Notice after forfeiture	11
26 Forfeiture may be annulled.....	11
27 Surrender.....	11
28 Disposal of forfeited shares	12
29 Effect of forfeiture	12
30 Extinction of claims.....	12
31 Evidence of forfeiture.....	12

DISCLOSURE OF INTERESTS	13
32 Failure to disclose interests in shares	13
UNTRACED MEMBERS	15
33 Power of sale	15
34 Application of proceeds of sale	16
TRANSFER OF SHARES	16
35 Form of transfer	16
36 Right to refuse registration	16
37 Notice of and reasons for refusal	17
38 Fees on registration	17
39 Other powers in relation to transfers	17
TRANSMISSION OF SHARES	17
40 On death	17
41 Election of person entitled by transmission	18
42 Rights on transmission	18
ALTERATION OF SHARE CAPITAL	18
43 Power to alter share capital	18
VARIATION OF CLASS RIGHTS	19
44 Sanction to variation	19
45 Class meetings	20
46 Deemed variation	20
MEETINGS OF MEMBERS	20
47 General meetings	20
48 Notice of general meetings and meetings in different places or in more than one format	21
49 Omission or failure to send notice or non-receipt of notice	22
50 Moving or postponing general meetings at short notice	23
PROCEEDINGS AT GENERAL MEETINGS	23
51 Quorum	23
52 If quorum not present	23
53 Chairman	24
54 Documents available for inspection at a meeting	24
55 Entitlement to attend and speak	24
56 Power to adjourn	24
57 Notice of adjourned meeting	25
58 Business of adjourned meeting	25
59 Accommodation of members and safety and security arrangements	25
60 Orderly conduct	26
VOTING AND POLLS	26
61 Method of voting	26
62 Chairman's declaration conclusive on show of hands	27

63	Objection to or error in voting	27
64	Amendment to resolutions.....	27
65	Procedure on a poll	28
66	Votes of members	28
67	Votes of joint holders	28
68	Votes of member suffering incapacity	28
	PROXIES AND CORPORATE REPRESENTATIVES	29
69	Voting by proxy.....	29
70	Form of proxy	30
71	Deposit or receipt of proxy	30
72	Maximum validity of proxy and revocation of proxy	31
73	Corporate representatives.....	31
74	Validity of votes by proxies and corporate representatives.....	32
	APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS	32
75	Number of Directors	32
76	Power of Company to appoint Directors.....	33
77	Power of Board to appoint Directors	33
78	Appointment of executive Directors.....	33
79	Eligibility of new Directors.....	33
80	Resolution for appointment of two or more Directors.....	34
81	Retirement at annual general meetings	34
82	Position of retiring Director	34
83	Deemed re-election	34
84	Removal by ordinary resolution.....	34
85	Vacation of office by Director	35
86	Resolution as to vacancy conclusive.....	35
	ALTERNATE DIRECTORS	35
87	Appointments.....	35
88	Participation in Board meetings.....	36
89	Alternate Director responsible for own acts	36
90	Interests of alternate Director	36
91	Revocation of appointment.....	36
	DIRECTORS' REMUNERATION, EXPENSES AND PENSIONS	37
92	Directors' fees.....	37
93	Expenses	37
94	Additional remuneration.....	37
95	Remuneration of executive Directors	37
96	Pensions and other benefits.....	37
	POWERS AND DUTIES OF THE BOARD.....	38
97	Powers of the Board	38

98	Powers of Directors if less than minimum number	38
99	Delegation to committees	38
100	Delegation to individual Directors	39
101	Power of attorney	39
102	Powers of delegation	39
103	Exercise of voting power	39
104	Overseas registers	39
105	Liability for loss of financial assets held in custody	39
106	Information available to members	40
107	Borrowing powers.....	40
108	Investment of moneys	40
	PROCEEDINGS OF DIRECTORS AND COMMITTEES	41
109	Board meetings	41
110	Notice of Board meetings	41
111	Quorum.....	41
112	Chairman of Board	42
113	Voting and the Chairman's casting vote	42
114	Electronic participation in meetings.....	42
115	Resolution in writing	42
116	Minutes of proceedings	43
117	Validity of proceedings	43
	DIRECTORS' INTERESTS	43
118	Power of the Board to authorise conflicts of interest.....	43
119	Interests not requiring Board authorisation	45
120	Interested Director not to vote or count for quorum	46
121	Director's interest in own appointment	47
122	Chairman's ruling conclusive on Director's interest.....	47
123	Directors' resolution conclusive on Chairman's interest.....	47
124	Relaxation of provisions	47
125	Definitions	47
	AUTHENTICATION OF DOCUMENTS.....	48
126	Power to authenticate documents	48
	SEALS	48
127	Safe custody	48
128	Application of Seal.....	48
129	Execution as a deed without sealing	49
	THE SECRETARY	49
130	The Secretary	49
	DIVIDENDS AND OTHER PAYMENTS.....	49
131	Declaration of dividends	49

132	Interim dividends	49
133	Entitlement to dividends and retention of dividends.....	50
134	Calls or debts may be deducted from dividends	50
135	Distribution in specie	50
136	Dividends not to bear interest.....	51
137	Payment of dividends and other distributions	51
138	Uncashed dividends	52
139	Unclaimed dividends and other distributions.....	52
140	Waiver of dividends and distributions.....	53
141	Payment of scrip dividends	53
142	Reserves	55
143	Capital reserve	55
144	Capitalisation of reserves	56
145	Record dates	57
	ACCOUNTS AND VALUATIONS.....	57
146	Inspection of records	57
147	Accounts to be sent to members.....	57
148	Strategic report with supplementary material.....	57
149	Accounting principles and standards.....	58
150	Valuations.....	58
	NOTICES.....	58
151	Service of notices etc	58
152	Service of notice in case of death or bankruptcy, etc.....	59
153	Evidence of service	59
154	Notice binding on transferees.....	60
155	Suspension of postal services.....	60
	DESTRUCTION OF DOCUMENTS	61
156	Destruction of documents.....	61
	INDEMNITY	61
157	Indemnity	61
158	Power to insure.....	62

CONFIDENTIAL

No. 12901

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

F & C INVESTMENT TRUST PLC

[(As adopted by Special Resolution passed on [●])]

PRELIMINARY

1 Table A and Model Articles not to apply

No regulations set out in any statute or in any statutory instrument or other subordinate legislation concerning companies (including the regulations in Table A of The Companies (Tables A to F) Regulations 1985 as amended and any model articles prescribed under the Companies Act 2006) shall apply as the regulations or articles of the Company, but the following shall be the Articles of Association of the Company.

2 Interpretation

2.1 In these Articles, unless the context otherwise requires, the following expressions have the following meanings:

address includes a number or address used for the purposes of sending or receiving documents or information by electronic means

these Articles means these Articles of Association as originally adopted as the same may be amended from time to time (and Article means one of these Articles)

Auditors means the auditors for the time being of the Company or, in the case of joint auditors, all or any one of them

authenticated has the meaning given in the Companies Acts¹

Board means the board of Directors for the time being of the Company or the Directors present or deemed to be present at a duly convened meeting of the board of Directors at which a quorum is present

CA 2006 means the Companies Act 2006

¹ Section 1146 CA 2006.

cash memorandum account means an account so designated by the Operator of the relevant system

Chairman means the chairman (if any) of the Board or, where the context requires, the chairman of a general meeting of the Company

clear days means (in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

Companies Acts means the CA 2006 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Company

Company means F&C Investment Trust PLC

Depository means a custodian or other person (or a nominee for such custodian or other person) appointed under contractual arrangements with the Company or other arrangements approved by the Board whereby such custodian or other person or nominee holds or is interested in shares of the Company or rights or interests in shares of the Company and issues securities or other documents of title or otherwise evidencing the entitlement of the holder thereof to or to receive such shares, rights or interests, and shall include, where approved by the Board, the trustees (acting in their capacity as such) of any employees' share scheme established by the Company or any other scheme or arrangement principally for the benefit of employees or those in the service of the Company and/or its subsidiaries or their respective businesses and the managers (acting in their capacity as such) of any investment or savings plan, which, in each case, the Board has approved

Director means a director for the time being of the Company and includes any person appointed by him or her as his or her alternate director but only while acting as such

Disclosure Guidance and Transparency Rules means the disclosure guidance and transparency rules made by the FCA as the same may be amended from time to time

distribution recipient means, in respect of a share in respect of which a dividend or other sum is payable:

- (a) the holder of the share; or
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

electronic facility includes, without limitation, website addresses and conference call systems and any device, system, procedure, method or other facility providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to these Articles

electronic form and **electronic** means have the meanings given to them in the Companies Acts²

execution includes any mode of execution (and executed shall be construed accordingly)

FCA means the Financial Conduct Authority exercising its functions under Part VI FSMA

FSMA means the Financial Services and Markets Act 2000

² Section 1168 CA 2006.

general meeting means a meeting of shareholders which is an annual general meeting or any other general meeting

holder means (in relation to any share) the member whose name is entered in the Register as the holder or, where the context permits, the members whose names are entered in the Register as the joint holders of that share

London Stock Exchange means London Stock Exchange plc or the other principal stock exchange in the United Kingdom for the time being

member means a member of the Company or, where the context requires, a member of the Board or of any committee

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

Operator means Euroclear UK & Ireland Limited or such other person as may for the time being be approved by HM Treasury as Operator under the Regulations

paid up means paid up or credited as paid up

participating security means a security title to units of which are permitted by the Operator to be transferred by means of a relevant system

recognised clearing house means a clearing house granted recognition as such under FSMA

recognised investment exchange means an investment exchange granted recognition as such under FSMA

recognised person means a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange which is designated as mentioned in the Companies Acts³

Register means either or both of the register of members of the Company to be kept by the Company (or, as the case may be, any overseas branch register kept pursuant to Article 104 (*Overseas registers*)) and the Operator register of members

Regulations means The Uncertificated Securities Regulations 2001 (SI 2001 No 3755) as the same have been⁴ or may be amended from time to time and any provisions of or under the Companies Acts which supplement or replace such Regulations

relevant system means the computer-based system and procedures which enable title to units of a security to be evidenced and transferred without a written instrument pursuant to the Regulations

Seal means the common seal of the Company or any official or securities seal that the Company may be permitted to have under the Companies Acts⁵

Secretary means the secretary for the time being of the Company or any other person appointed to perform any of the duties of the secretary of the Company including (subject to the provisions of the Companies Acts⁶) a joint, temporary, assistant or deputy secretary

share means a share of the Company

subsidiary and **holding company** have the meanings given in section 1159 CA 2006 and in interpreting section 1159 for the purposes of these Articles, a company is to be treated as the

³ Section 778 CA 2006.

⁴ The Regulations were amended with effect from 1 October 2009 by The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009 (SI2009/1889).

⁵ Section 45 CA 2006.

⁶ Section 274 CA 2006.

holding company of another company or as a member of a subsidiary even if its shares in the other company are registered in the name of (i) a nominee, or (ii) any party holding security over those shares, or that secured party's nominee

United Kingdom means Great Britain and Northern Ireland

working day has the meaning given to it in the Companies Acts⁷

writing or **written** means printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words in a legible and non-transitory form, whether sent or supplied in electronic form or otherwise.

2.2 In these Articles, unless the context otherwise requires:

- (a) words in the singular include the plural, and vice versa;
- (b) words importing the masculine gender include every gender; a reference to a person includes a body corporate and an unincorporated body of persons;
- (c) a reference to a Director being **appointed** includes a Director being elected and **appointment** of a Director shall be construed accordingly;
- (d) a reference to a person's **participation** in the business of any general meeting includes without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Acts or these Articles to be made available at the meeting and **participate** and **participating** shall be construed accordingly;
- (e) a reference to a person being able to exercise the right to speak at a meeting includes, without limitation, that person being able to communicate, in any manner permitted or provided for by these Articles, with all those persons attending the meeting while the meeting is taking place, and such persons shall be deemed to be able to hear that person for all the purposes of the Companies Acts and these Articles and **speak, hear** and **heard** shall be construed accordingly;
- (f) a reference to a **meeting** means a meeting convened and held in any manner permitted by these Articles, including without limitation a general meeting of the Company at which any of those entitled to be present attend and participate by means of a facility or facilities, including an electronic facility or facilities, and/or attend and participate at a satellite meeting, and such persons shall be deemed to be **present** at that meeting for all the purposes of the Companies Acts and these Articles and **attend** and **participate, attending** and **participating** and **attendance** and **participation** shall be construed accordingly;
- (g) a reference to a place or places includes a place or places at which those persons entitled to attend and participate in a meeting may do so, as permitted or provided for by these Articles, and including at a satellite meeting place or places anywhere in the world, and **place** or **places** and **satellite meeting place** or **satellite meeting places** shall be construed accordingly;
- (h) a reference to an uncertificated share or to a share (or to a holding of shares) being in uncertificated form is to that share being an uncertificated unit of a security which, for the time being, is a participating security, and a reference to a certificated share or to a share being in certificated form is to that share being a unit of a security which is not an uncertificated unit;
- (i) any powers of delegation shall not be restrictively construed, but the widest interpretation shall be given to them, and, except where expressly provided by the terms of the delegation

⁷ Section 1173 CA 2006.

in question, delegation of a power shall not exclude the concurrent exercise of that power by any other body or person which or who is for the time being authorised to exercise it under these Articles or under another delegation of the power;

- (j) any power of the Directors, or any of the Directors, or of any person to whom such powers have been delegated in accordance with these Articles, to exercise a discretion, make a determination, take a decision or take any action shall be construed as conferring a right to exercise such power in such a way as that person or persons shall, in their absolute discretion, think fit;
- (k) the words and phrases **other, otherwise, includes, including** and in particular shall not limit the generality of any preceding words or be construed as being limited to the same class as the preceding words where a wider construction is possible;
- (l) a reference to any statute or statutory provision includes any orders, regulations or other subordinate legislation made under it and any statutory modification or re-enactment of it for the time being in force; and
- (m) words or expressions defined in the CA 2006 shall have the meaning given to them in that Act unless that meaning is inconsistent with the subject or context or the word or expression is otherwise defined in these Articles.

2.3 The headings are inserted for convenience only and shall not affect the construction of these Articles.

2.4 The footnotes do not form part of these Articles and are only included so as to give statutory references and other guidance.

2.5 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose.

3 Change of name

The Board may change the name of the Company.

4 Limited liability

The liability of the members is limited to the amount, if any, unpaid on their shares.

SHARE CAPITAL

5 Share rights

5.1 Subject to the provisions of the Companies Acts⁸ and to any rights for the time being attached to any existing shares, any shares may be allotted or issued with, or have attached to them, such preferred, deferred or other rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may determine.

6 Allotment

6.1 Subject to the provisions of the Companies Acts⁹ and to any relevant authority of the Company required by the Companies Acts, the Board may allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any new shares or rights to subscribe for or convert any security into shares, to such persons (including the Directors

⁸ Sections 549-609 CA 2006.

⁹ Sections 549-609 CA 2006.

themselves), at such times and generally on such terms and conditions as the Board may decide, provided that no share shall be issued at a discount to its nominal value.

- 6.2 The Board may, at any time after the allotment of any share but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and accord to any allottee of a share a right to effect such renunciation and/or allow the rights represented thereby to be one or more participating securities, in each case upon and subject to such terms and conditions as the Board may think fit to impose.

7 Redeemable shares

Subject to the provisions of the Companies Acts¹⁰ and to any special rights for the time being attached to any existing shares, any share may be issued which is, or at the option of the Company or of the holder of such share is liable, to be redeemed on such terms and conditions and in such manner as these Articles may provide or the Directors may determine.

8 Commission and brokerage

The Company may, in connection with the issue of any shares, exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts¹¹. Subject to the provisions of the Companies Acts¹², any such commission or brokerage may be satisfied by the payment of cash, the allotment of fully or partly paid shares, the grant of an option to call for an allotment of shares or any combination of such methods.

9 Trusts not to be recognised

Except as otherwise expressly provided by these Articles, as required by law or as ordered by a court of competent jurisdiction, the Company shall not recognise any person as holding any share on any trust, and the Company shall not be bound by or required in any way to recognise (even when having notice of it) any equitable, contingent, future, partial or other claim to or interest in any shares other than an absolute right of the holder to the whole of the share.

10 Certificated and uncertificated shares

- 10.1 Notwithstanding anything in these Articles to the contrary, any shares may be issued, held, registered, converted to, transferred or otherwise dealt with in certificated or in uncertificated form and converted from uncertificated form to certificated form in accordance with the Regulations and practices instituted by the Operator of the relevant system. The provisions of these Articles shall not apply to any uncertificated shares to the extent that such provisions are inconsistent with:

- (a) the holding of shares in uncertificated form;
- (b) the transfer of title to shares by means of the relevant system; or
- (c) any provision of the Regulations.

- 10.2 Without prejudice to the generality and effectiveness of the foregoing and save as otherwise provided in these Articles;

- (a) references in these Articles to a requirement on any person to execute or deliver an instrument of transfer or certificate or other document shall, in the case of uncertificated shares, be treated as references to a requirement to comply with any relevant requirements of the relevant system and any relevant arrangements or regulations which the Board may make from time to time pursuant to Article 10.2(d);

¹⁰ Section 684 CA 2006.

¹¹ Section 552 and 553 CA 2006.

¹² Section 552 and 553 CA 2006.

- (b) the Company shall enter on the Register the number of shares which are held by each member in uncertificated form and in certificated form and shall, in the case of uncertificated shares, maintain the Register in each case as is required by the Regulations and the relevant system and, unless the Board otherwise determines, holdings of the same holder or joint holders of shares in certificated form and in uncertificated form shall be treated as separate holdings but where such holdings are in the same form, they shall be treated as a single holding;
- (c) 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 applies only in respect of certificated shares or uncertificated shares;
- (d) the Board may make such arrangements or regulations (if any) as it may from time to time in its absolute discretion think fit in relation to the evidencing and transfer of uncertificated shares and otherwise for the purpose of implementing and/or supplementing the provisions of these Articles in relation to uncertificated shares and the Regulations and the facilities and requirements of the relevant system and such arrangements and regulations (as the case may be) shall have the same effect as if set out in these Articles;
- (e) the Board may utilise the relevant system to the fullest extent available from time to time in the exercise of the Company's powers or functions under the Companies Acts or these Articles or otherwise in effecting any actions; and
- (f) the Board may resolve that a class of shares is to become a participating security and may at any time determine that a class of shares shall cease to be a participating security.

10.3 Where any class of shares is a participating security and the Company is entitled under any provisions of the Companies Acts or the rules made and practices instituted by the Operator of any relevant system or under these Articles to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any shares which are held in uncertificated form, such entitlement (to the extent permitted by the Regulations and the rules made and practices instituted by the Operator of the relevant system and subject to the arrangements and regulations referred to in Article 10.2(d)) shall include the right to:

- (a) request or require the deletion of any computer-based entries in the relevant system relating to the holding of such shares in uncertificated form; and/or
- (b) require any holder of any uncertificated shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his or her holding of such uncertificated shares into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such shares, or direct the holder to take such steps (by instructions given by means of the relevant system or otherwise) as may be necessary to dispose of, sell or transfer such shares; and/or
- (c) appoint any person to take such other steps (by instructions given by means of the relevant system or otherwise) in the name of the holder of such shares as may be required to effect a transfer of such shares and such steps shall be as effective as if they had been taken by the registered holder of the uncertificated shares concerned; and/or
- (d) transfer any uncertificated shares which are the subject of any exercise by the Company of any such entitlement by entering the name of the transferee in the Register in respect of that share as a transferred share; and/or
- (e) otherwise rectify or change the Register in respect of that share in such manner as may be appropriate; and

- (f) take such other action as may be necessary to enable those shares to be registered in the name of the person to whom the shares have been disposed of, sold or transferred or as directed by him or her.
- 10.4 The Company shall be entitled to assume that the entries on any record of securities maintained by it in accordance with the Regulations and regularly reconciled with the relevant Operator register of securities are a complete and accurate reproduction of the particulars entered in the Operator register of securities and shall accordingly not be liable in respect of any act or thing done or omitted to be done by or on behalf of the Company in reliance on such assumptions. In particular, any provision of these Articles which requires or envisages that action will be taken in reliance on information contained in the Register shall be construed so as to permit that action to be taken in reliance on information contained in any relevant record of securities (as so maintained and reconciled).

SHARE CERTIFICATES

11 Right to certificates

- 11.1 On becoming the holder of any share in certificated form, every person (except a recognised person in respect of whom the Company is not by law required to complete and have ready for delivery a certificate) shall be entitled, without charge, to have issued within two months after allotment or lodgement of a transfer (unless the terms of issue of the shares provide otherwise) one certificate for all of the shares of that class registered in his or her name. Such certificate shall specify the number and class of the shares in respect of which it is issued and the amount or respective amounts paid up thereon and shall be issued as provided in Article 128 (*Application of Seal*).
- 11.2 The Company shall not be bound to issue more than one certificate in respect of shares held jointly by two or more persons. Delivery of a certificate to the person first named on the Register shall be sufficient delivery to all joint holders.
- 11.3 Where a member (other than a recognised person) has transferred part only of the shares comprised in a certificate, he or she shall be entitled without charge to a certificate for the balance of such shares. Where a member receives more shares of any class, he or she shall be entitled without charge to a certificate for the extra shares of that class.
- 11.4 No certificate representing shares of more than one class or in respect of shares held by a recognised person shall be issued.
- 11.5 This Article 11 does not apply to uncertificated shares.

12 Replacement certificates

- 12.1 Any two or more certificates representing shares of any one class held by any member may at his or her request be cancelled and a single new certificate for such shares issued in lieu without charge on surrender of the original certificates for cancellation.
- 12.2 If any member shall surrender for cancellation a share certificate representing shares held by him or her and request the Company to issue in lieu thereof two or more share certificates representing such shares in such proportions as he or she may specify, the Board may, if it thinks fit, comply with such request.
- 12.3 Share certificates may be renewed or replaced on such terms as to provision of evidence and indemnity (with or without security) and to payment of any exceptional out of pocket expenses, including those incurred by the Company in investigating such evidence and preparing such indemnity and security, as the Board may decide, and on surrender of the original certificate (where it is defaced, damaged or worn out), but without any further charge.

- 12.4 In the case of shares held jointly by several persons, any such request as is mentioned in this Article 12 may be made by any one of the joint holders.
- 12.5 This Article 12 does not apply to uncertificated shares.

LIEN ON SHARES

13 Lien on shares not fully paid

The Company shall have a first and paramount lien on each of its shares which is not fully paid, for all amounts (whether presently payable or not) called or payable at a fixed time in respect of that share (including dividends) to the extent and in the circumstances permitted by the Companies Acts¹³. The Board may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.

14 Enforcement of lien by sale

- 14.1 The Board may sell all or any of the shares subject to any lien at such time or times and in such manner as it may determine. However, no sale shall be made until such time as any money in respect of which such lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until notice in writing shall have been served on the holder or the person (if any) entitled by transmission to the shares, demanding the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell the shares if default in payment, fulfilment or discharge shall continue for 14 clear days after service of such notice.
- 14.2 For giving effect to any such sale as is referred to in Article 14.1:
- (a) in the case of a share in certificated form, the Board may authorise any person to execute an instrument of transfer of the share to the purchaser of the share or a person nominated by the purchaser of the share and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, entering the name of the transferee in respect of the transferred share in the register notwithstanding the absence of any share certificate being lodged in respect of the share and issuing a new share certificate to the transferee) as it thinks fit to effect the transfer; and
 - (b) in the case of a share in uncertificated form, the Board may, to enable the Company to deal with the share in accordance with the provisions of this Article 14, require the Operator of a relevant system to convert the share into certificated form, and after such conversion, authorise any person to execute an instrument of transfer and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, and the other steps specified in Article 14.2(a) above) as it thinks fit to effect the transfer; and

in each such case the transferee shall not be bound to see to the application of the proceeds of sale and the title of the transferee shall not be affected by any act, omission, irregularity or invalidity in the proceedings relating thereto.

15 Application of proceeds of sale

The net proceeds of any sale of shares subject to any lien, after payment of the expenses of sale, shall be applied in or towards satisfaction of so much of the amount due to the Company or of the liability or engagement (as the case may be) as is presently payable or is liable to be presently fulfilled or discharged. The balance (if any) shall (on surrender to the Company for cancellation of the certificate for the shares sold, and subject to a like lien for any money not presently payable or any liability or engagement not liable to be presently fulfilled or discharged as existed on the

¹³ Section 670 CA 2006.

shares before the sale) be paid (without interest) to the holder or the person (if any) entitled by transmission to the shares so sold.

CALLS ON SHARES

16 Calls

Subject to the terms of allotment of shares, the Board may from time to time make calls on the members in respect of any money unpaid on the shares of any class held by them respectively (whether in respect of nominal value or premium) and not payable on a date fixed by or in accordance with the terms of issue. A call may be required to be paid by instalments. Each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made and whether or not by instalments) be liable to pay the amount of every call so made on him or her as required by the notice. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed or (as the case may require) any person to whom power has been delegated pursuant to these Articles serves notice of exercise of such power. A call may, before receipt by the Company of any sum due thereunder, be either revoked or postponed in whole or part as regards all or any such members as the Board may determine. A person on whom a call is made shall remain liable notwithstanding the subsequent transfer of the shares in respect of which the call was made.

17 Liability of joint holders

The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect thereof.

18 Interest on calls

If the whole of the sum payable in respect of any call is not paid on or before the day appointed for payment, the person from whom it is due and payable shall pay all costs, charges and expenses that the Company may have incurred by reason of such non-payment, together with interest on the unpaid amount from the day appointed for payment thereof to the day of payment (both days inclusive) at the rate fixed by the terms of the allotment of the share or in the notice of the call or, if no rate is so fixed, at such rate as the Board may decide (not exceeding the Bank of England base rate by more than five percentage points). The Board may waive payment of such costs, charges, expenses or interest in whole or in part.

19 Rights of member when call unpaid

Unless the Board otherwise determines, no member shall be entitled to receive any dividend or to be present at (or otherwise participate in) and vote at a general meeting or at any separate general meeting of the holders of any class of shares either in person or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other right or privilege as a member in respect of a share held by him or her unless and until he or she shall have paid all calls for the time being due and payable by him or her in respect of that share, whether alone or jointly with any other person, together with interest and expenses (if any) payable by such member to the Company.

20 Sums due on allotment treated as calls

Any sum payable in respect of a share on allotment or at any fixed date, whether in respect of the nominal value of the share or by way of premium or as an instalment of a call, shall for the purposes of these Articles be deemed to be a call duly made. If it is not paid, the provisions of these Articles shall apply as if such amount had become due and payable by virtue of a call.

21 Power to differentiate

The Board may make arrangements on the allotment or issue of shares for a difference as between the allottees or holders of such shares in the amount and time of payment of calls.

22 Payment in advance of calls

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 on the shares held by him or her. Such payment in advance of calls shall extinguish, to the extent of such payment, the liability on the shares in respect of which it is made. The Company may pay interest on the money paid in advance, or so much of it as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, at such rate as the Board may decide. The Board may at any time repay the amount so advanced on giving to such member not less than three months' notice in writing of its intention to do so, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

FORFEITURE OF SHARES

23 Notice if call not paid

If any member fails to pay the whole or any part of any call or instalment of any call on or before the day appointed for payment, the Board may at any time serve a notice in writing on such member or on any person entitled to the shares by transmission, requiring payment, on a date not less than 14 clear days from the date of the notice, of the amount unpaid and any interest which may have accrued thereon and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where the payment is to be made and state that, if the notice is not complied with, the shares in respect of which such call was made will be liable to be forfeited.

24 Forfeiture for non-compliance

If the notice referred to in Article 23 is not complied with, any share in respect of which it was given may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect which shall state the date of forfeiture. Such forfeiture shall include all dividends declared or other money payable in respect of the forfeited shares and not paid before the forfeiture.

25 Notice after forfeiture

When any share has been forfeited, notice of the forfeiture shall be served on the person who was before forfeiture the holder of the share or the person entitled to such share by transmission (as the case may be). 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. However, no forfeiture shall be invalidated by any omission to give such notice or to make such entry as aforesaid.

26 Forfeiture may be annulled

The Board may, at any time before any share so forfeited has been cancelled or sold, re allotted or otherwise disposed of, annul the forfeiture, on the terms that payment shall be made of all calls and interest due thereon and all expenses incurred in respect of the share and on such further terms (if any) as the Board shall see fit.

27 Surrender

The Board may accept a surrender of any share liable to be forfeited. In such case, references in these Articles to forfeiture shall include surrender.

28 Disposal of forfeited shares

- 28.1 Every share which is forfeited shall on forfeiture become the property of the Company. Subject to the provisions of the Companies Acts¹⁴, any forfeited share may be sold, re allotted or otherwise disposed of, either to the person who was the holder before forfeiture or otherwise entitled to the share, or to any other person, on such terms and in such manner as the Board shall determine. The Company may receive the consideration (if any) given for the share on its disposal.
- 28.2 The Board may where, for the purposes of its disposal, a forfeited share is to be transferred to any person:
- (a) in the case of a share in certificated form, authorise any person to execute the instrument of transfer and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, entering the name of the transferee in respect of the transferred share in the Register notwithstanding the absence of any share certificate being lodged in respect of the share and issuing a new share certificate to the transferee) as it thinks fit to effect the transfer; and
 - (b) in the case of a share in uncertificated form, the Board may, to enable the Company to deal with the share in accordance with the provision of this Article 28, require the Operator of a relevant system to convert the share into certificated form, and after such conversion, authorise any person to execute an instrument of transfer and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, and the other steps specified in Article 28.2(a) above) as it thinks fit to effect the transfer.

29 Effect of forfeiture

A shareholder whose shares have been forfeited shall cease to be a member in respect of the shares forfeited and shall, in the case of a holder of certificated shares, surrender to the Company for cancellation the certificate for such shares. He or she shall nevertheless be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon at such rate as the Board may decide (not exceeding the Bank of England base rate by more than five percentage points) from the date of the forfeiture to the date of payment (both dates inclusive), in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims, demands and liabilities which the Company might have enforced in respect of the shares at the time of forfeiture, without any reduction or allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

30 Extinction of claims

The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities if any incidental to the share as between the holder whose share is forfeited or the person entitled by transmission to the forfeited share (as the case may be) and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Companies Acts given or imposed in the case of past members.

31 Evidence of forfeiture

A statutory declaration by a Director or the Secretary that a share has been forfeited in pursuance of these Articles, and stating the date on which it was forfeited, shall, as against all persons claiming to be entitled to that share, be conclusive evidence of the facts therein stated. The declaration, together with the receipt by the Company for the consideration (if any) given for the share on the sale or disposition thereof and a certificate for the share delivered to the person to whom the same is sold or disposed of, shall (subject if necessary to the execution of an instrument of transfer) constitute a good title to the share. Subject to the execution of any necessary transfer, such person shall be registered as the holder of the share and shall be discharged from all calls

¹⁴ Section 662 CA 2006.

made prior to such sale or disposition and shall not be bound to see to the application of any purchase consideration, nor shall his title to the share be affected by any act, omission, irregularity or invalidity relating to or connected with the proceedings in reference to the forfeiture or disposal of the share. Such person shall not (except by express agreement with the Company) become entitled to any dividend which might have accrued on the share before the completion of the sale or disposition thereof.

DISCLOSURE OF INTERESTS

32 Failure to disclose interests in shares

- 32.1 Where a member, or any other person appearing to be interested in shares held by that member, has been issued with a notice pursuant to the Companies Acts requiring such person to provide information about his interests in the Company's shares (a **Section 793 Notice**) and has failed in relation to any shares (the **default shares**, which expression includes any shares allotted or issued after the date of such Section 793 Notice in respect of those shares) to give the Company the information required within the prescribed period from the service of the Section 793 Notice, the following sanctions shall apply unless the Board otherwise determines:
- (a) the member shall not be entitled (in respect of the default shares) to be present at (or to otherwise participate in) or to vote (either in person or by representative or by proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll, or to exercise any other right conferred by membership in relation to any such meeting or poll; and
 - (b) where the default shares represent at least 0.25 per cent in nominal value of the issued shares of their class (excluding any shares of that class held as treasury shares):
 - (i) any dividend or other money payable, or shares issued in lieu of a dividend, in respect of the default shares shall (in whole or any part thereof) be withheld (or, as the case may be, not issued) by the Company, which shall not have any obligation to pay interest on it, and the member shall not be entitled to elect, pursuant to Article 141 (*Payment of scrip dividends*), to receive shares instead of that dividend; and
 - (ii) no transfer (other than an excepted transfer) of any shares held by the member shall be registered unless:
 - (A) the member is not himself or herself in default as regards supplying the information required; and
 - (B) the member proves to the satisfaction of the Board that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer.
- 32.2 For the purposes of Article 32.1(b), the Board may only exercise its discretion not to register a transfer of shares in uncertificated form if permitted to do so by the Regulations (and the Board may, to enable the Company to deal with the shares in accordance with the provisions of this Article, require the Operator of a relevant system to convert the shares into certificated form), and it may determine to treat shares of a member in certificated and uncertificated form as separate holdings and apply the sanctions only to the former or to the latter or make different provisions for the former and the latter.
- 32.3 Where the sanctions under Article 32.1 apply in relation to any shares, they shall cease to have effect (and any dividends withheld under Article 32.1(b) shall become payable) at the end of the period of seven days (or such shorter period as the Board may determine) following the earlier of:
- (a) receipt by the Company of notice that the shares have been transferred by means of an excepted transfer but only in relation to the shares transferred; or

- (b) receipt by the Company of the information required by the Section 793 Notice and the Board being satisfied that such information is full and complete,

and the Board may cancel or suspend any of the sanctions at any time in relation to any of the shares.

- 32.4 Where, on the basis of information obtained from a member in respect of any share held by him or her, the Company issues a Section 793 Notice to any other person, it shall at the same time send a copy of the Section 793 Notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, shall not invalidate or otherwise affect the application of Article 32.1 or Article 32.2.
- 32.5 Any new shares in the Company issued in right of the default shares in respect of which a Section 793 Notice has been issued shall be subject to the same sanctions as apply to the default shares the subject of the Section 793 Notice, and the Board may make any right to an allotment of the new shares subject to sanctions corresponding to those which will apply to those shares on issue, provided that:
 - (a) any sanctions applying to, or to a right to, new shares by virtue of this Article 32.5 shall cease to have effect when the sanctions applying to the related default shares cease to have effect (and shall be suspended or cancelled if and to the extent that the sanctions applying to the related default shares are suspended or cancelled); and
 - (b) Article 32.1 shall apply to the exclusion of this Article 32.5 if the Company gives a separate Section 793 Notice in relation to the new shares.
- 32.6 Where default shares in which a person appears to be interested are held by a Depositary, the provisions of this Article 32 shall be treated as applying only to those shares held by the Depositary in which such person appears to be interested and not (insofar as such person's apparent interest is concerned) to any other shares held by the Depositary.
- 32.7 Where the member on which a Section 793 Notice is served is a Depositary acting in its capacity as such, the obligations of the Depositary as a member of the Company 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 it pursuant to the arrangements under which it was appointed as a Depositary.
- 32.8 For the purposes of this Article 32:
 - (a) a person, other than the member holding a share, shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained from the member or, pursuant to a Section 793 Notice, from anyone else) knows or has reasonable cause to believe or suspects on reasonable grounds that the person is, or may be, so interested;
 - (b) **interested** shall be construed as it is for the purpose of section 793 CA 2006;
 - (c) reference to a person having failed to give the Company the information required by a Section 793 Notice, or being in default as regards supplying such information, includes reference:
 - (i) to his or her having failed or refused to give all or any part of it;
 - (ii) to his or her having given information which he or she knows to be false in a material particular or his or her having recklessly given information which is false in a material particular; and
 - (iii) to the Company knowing or having reasonable cause to believe that any of the information provided is false or materially incorrect or incomplete.

- (d) **prescribed period** means 14 days;
- (e) **excepted transfer** means, in relation to any shares held by a member:
 - (i) a transfer by way of or pursuant to acceptance of a takeover offer for the Company (within the meaning of the Companies Acts)¹⁵; or
 - (ii) a transfer in consequence of a sale made through a recognised investment exchange or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded; or
 - (iii) a transfer which is shown to the satisfaction of the Board to be made in consequence of a bona fide sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member or with any other person appearing to be interested in the shares. For the purposes of this Article 32.8(e)(iii), any associate (as defined in the Insolvency Act 1986)¹⁶ shall be included in the class of persons who are connected with the member or any person interested in such shares.

32.9 Nothing contained in this Article 32 shall be taken to limit the powers of the Company under the Companies Acts¹⁷ to apply to the court for an order imposing restrictions on a person's shares.

UNTRACED MEMBERS

33 Power of sale

33.1 The Company shall be entitled to sell at the best price reasonably obtainable at the time of sale any share of a member, or any share to which a person is entitled by transmission on death or bankruptcy or otherwise by operation of law, if and provided that:

- (a) during the period of 12 years immediately prior to the sending of the notice referred to in Article 33.1(b) (the **relevant period**), the Company has paid at least three cash dividends (whether interim or final) on the share and no cash dividend payable on the share has either been claimed or cashed;
- (b) the Company has, after the expiration of the said period of 12 years, sent a notice to the registered address or last known address of the member or other person entitled, stating that it intends to sell the shares, and before sending such a notice to the member or other person entitled, the Company made such efforts as the Board considers reasonable to trace the member or other person entitled, engaging, if considered appropriate, a professional asset reunification company or other tracing agent; and
- (c) during the further period of three months following the sending of the said notice and prior to the exercise of the power of sale, the Company has not received any communication in respect of such share from the member or person entitled by transmission.

33.2 The purchaser shall not be bound to see to the application of any purchase consideration, nor shall his or her title to the shares be affected by any act, omission, irregularity or invalidity relating to or connected with the proceedings in reference to the sale.

33.3 To give effect to any sale of shares pursuant to this Article:

- (a) in the case of a share in certificated form, the Board may authorise any person to execute an instrument of transfer of the share to the purchaser or a person nominated by the purchaser and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, entering the name of the transferee in the Register notwithstanding the absence of any share certificate being lodged in respect of the sale

¹⁵ Section 974 CA 2006.

¹⁶ Section 435 Insolvency Act 1986.

¹⁷ Section 794 CA 2006.

shares and issuing a new certificate to the transferee) as it thinks fit to effect the transfer;
and

- (b) in the case of a share in uncertificated form, the Board may, to enable the Company to deal with the share in accordance with the provisions of this Article 33, require the Operator of a relevant system to process a sale instruction or convert the share into certificated form, and after any such conversion, authorise any person to execute an instrument of transfer of the shares to the purchaser or person nominated by the purchaser and take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them, entering the name of the transferee in the Register notwithstanding the absence of any share certificate being lodged in respect of the sale shares and issuing a new certificate to the transferee) as it thinks fit to effect the transfer.

33.4 If, during the relevant period referred to in Article 33.1 or during any period ending on the date when all the requirements of Articles 33.1(a) to 33.1(c) have been satisfied, any additional shares have been issued in respect of those held at the beginning of, or previously so issued during, any such period and all the requirements of Articles 33.1(a) to 33.1(c) have been satisfied in regard to such additional shares (but as if the words "after the expiration of the said period of 12 years" were omitted from Article 33.1(b) and as if the words "during the further period of three months" were omitted from Article 33.1(c) and no dividend has been claimed on those additional shares), the Company shall also be entitled to sell the additional shares.

34 Application of proceeds of sale

The net proceeds of sale under Article 33 shall belong to the Company which shall, subject to the provisions of this Article 34, account to the former member or other person entitled to such share for an amount equal to such net proceeds by carrying all money in respect thereof to a separate account. The Company shall be deemed to be a debtor to, and not a trustee for, such former member or other person in respect of such money. Money carried to such separate account may either be employed in the business of the Company or invested in such investments as the Board may from time to time think fit. No interest shall be payable to such former member or other person in respect of such money and the Company shall not be required to account for any interest earned thereon. If no valid claim for the proceeds has been received by the Company during a period of two years from the date on which the relevant shares were sold by the Company under Article 33, the net proceeds of sale shall be forfeited and such former member or other previously entitled person shall no longer be a creditor for such amount and the Company will not be obliged to account to such person for, or be liable to such person in relation to, the proceeds of sale.

TRANSFER OF SHARES

35 Form of transfer

Subject to such of the restrictions of these Articles as may be applicable, each member may transfer all or any of his or her shares which are in certificated form by instrument of transfer in writing in any usual form or in any form approved by the Board. Such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it. All instruments of transfer which are registered may be retained by the Company.

36 Right to refuse registration

36.1 The Board may, in its absolute discretion, refuse to register any transfer of a share (or renunciation of a renounceable letter of allotment) unless:

- (a) it is in respect of a share which is fully paid up;
- (b) it is in respect of only one class of shares;

- (c) it is in favour of a single transferee or not more than four joint transferees;
- (d) it is duly stamped (if so required); and
- (e) it is delivered for registration to the Office or such other place as the Board may from time to time determine, accompanied (except in the case of (i) a transfer by a recognised person where a certificate has not been issued, (ii) a transfer of an uncertificated share or (iii) a renunciation) by the certificate for the share to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor or person renouncing and the due execution of the transfer or renunciation by him or her or, if the transfer or renunciation is executed by some other person on his or her behalf, the authority of that person to do so,

provided that the Board shall not refuse to register a transfer or renunciation of a partly paid share on the grounds that it is partly paid in circumstances where such refusal would prevent dealings in such share from taking place on an open and proper basis on the market on which such share is admitted to trading.

36.2 Without prejudice to Article 36.1, the Board may refuse to register a transfer of an uncertificated share in such other circumstances as may be permitted or required by the Regulations and the relevant system.

36.3 Transfers of shares will not be registered in the circumstances referred to in Article 32 (*Failure to disclose interests in shares*).

37 Notice of and reasons for refusal

37.1 If the Board refuses to register a transfer of a share it shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send notice of the refusal to the transferee. At the same time as it sends the transferee notice of the refusal to register a transfer, the Board will provide the transferee with its reasons for the refusal. Any instrument of transfer which the Board refuses to register shall (except in the case of suspected or actual fraud) be returned to the person depositing it.

37.2 The first sentence of Article 37.1 applies to uncertificated shares as if the reference to the date on which the transfer was lodged with the Company were a reference to the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the facilities and requirements of the relevant system. The second and third sentences of Article 37.1 do not apply to uncertificated shares.

38 Fees on registration

No fee shall be charged for registration of a transfer or on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice or other instrument relating to or affecting the title to any shares.

39 Other powers in relation to transfers

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 or from authorising any person to transfer that share in accordance with any procedures implemented pursuant to Article 14 (*Enforcement of lien by sale*).

TRANSMISSION OF SHARES

40 On death

If a member dies, the survivors or survivor, where he or she was a joint holder, and his or her executors or administrators, where he or she was a sole or the only survivor of joint holders, shall

be the only persons recognised by the Company as having any title to his or her shares. Nothing in these Articles shall release the estate of a deceased member from any liability in respect of any share which has been solely or jointly held by him or her.

41 Election of person entitled by transmission

- 41.1 Any person becoming entitled to a share in consequence of the death or bankruptcy of any member, or of any other event giving rise to a transmission of such entitlement by operation of law, may, on such evidence as to his title being produced as the Board may require, elect either to become registered as a member or to have some person nominated by him or her registered as a member. If he or she elects to become registered himself or herself, he or she shall give notice to the Company to that effect. If he or she elects to have some other person registered, he or she shall execute an instrument of transfer of such share to that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall apply to the notice or instrument of transfer (as the case may be) as if it were an instrument of transfer executed by the member and his or her death, bankruptcy or other event as aforesaid had not occurred. Where the entitlement of a person to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the Board, the Board shall within two months after such proof cause the entitlement of that person to be noted in the Register.
- 41.2 For the purposes referred to in Article 41.1, a person entitled by transmission to a share in uncertificated form who elects to have some other person registered shall either:
- (a) procure that instructions are given by means of the relevant system to effect the transfer of such uncertificated share to that person; or
 - (b) change the uncertificated share into certificated form and execute an instrument of transfer of that certificated share in favour of that person.
- 41.3 A person entitled to a share who has elected for that share to be transferred to some other person pursuant to this Article 41 shall cease to be entitled to any rights in relation to that share upon that other person being registered as the holder of that share.

42 Rights on transmission

Where a person becomes entitled to a share in consequence of the death or bankruptcy of any member, or of any other event giving rise to a transmission of such entitlement by operation of law, the rights of the holder in relation to such share shall cease. However, the person so entitled may give a good discharge for any dividends and other money payable in respect of it and shall have the same rights to which he or she would be entitled if he or she were the holder of the share, except that he or she shall not, before he or she is registered as the holder of the share, be entitled in respect of it to receive notice of, or to attend or vote at, any meeting of the Company or at any separate meeting of the holders of any class of shares. The Board may at any time give notice requiring any such person to elect either to be registered himself or herself or to transfer the share. If the notice is not complied with within 60 days, the Board may thereafter withhold payment of all dividends and other money payable in respect of such share until the requirements of the notice have been complied with.

ALTERATION OF SHARE CAPITAL

43 Power to alter share capital

- 43.1 The Company may exercise the powers conferred by the Companies Acts to:
- (a) increase its share capital by allotting new shares of such nominal value as the Board may determine and unless otherwise prescribed in the appropriate resolution of the Company, all such shares shall be subject to the provisions of the Companies Acts and these Articles

with reference to allotment, payment of calls, forfeiture, lien, transfer, transmission and otherwise;

- (b) reduce its share capital;
- (c) sub-divide or consolidate and divide all or any of its share capital;
- (d) reconvert stock into shares;
- (e) re-denominate all or any of its shares and reduce its share capital in connection with such re-denomination.

43.2 Whenever as the result of any consolidation, division or sub-division or redenomination of shares any holders would become entitled to fractions of a share, the Board may, on behalf of those holders, deal with those fractions as it thinks fit. In particular the Board may:

- (a) sell the shares representing the fractions to any person (including, subject to the provisions of the Companies Acts¹⁸, the Company) and distribute the net proceeds of sale after deduction of the expenses of sale in due proportion among those holders (except that any amount otherwise due to a holder, being less than £3 or such other sum as the Board may from time to time determine, may be retained for the benefit of the Company; or
- (b) the Board may issue to such holder credited as fully paid by way of capitalisation the minimum number of shares required to round up his or her holding to an exact multiple of the number of shares to be consolidated into a single share (such issue being deemed to have been effected prior to consolidation); and the amount required to pay up such shares shall be appropriated at the Board's discretion from any of the sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or to the credit of profit and loss account and capitalised by applying the same in paying up the share. In relation to such a capitalisation the Board may exercise all the powers conferred on it by Article 144 (*Capitalisation of reserves*) without an ordinary resolution of the Company.

43.3 Subject to the provisions of the Companies Acts¹⁹, the Board may treat shares of a holder in certificated form and in uncertificated form as separate holdings in giving effect to sub-divisions and/or consolidations and the Board may, at its absolute discretion, cause any shares arising on sub-division or consolidation and representing fractional entitlements to be entered in the Register as shares in certificated form where this is desirable to facilitate the sale thereof.

43.4 For the purposes of any sale of consolidated shares pursuant to Article 43.2, the Board may authorise a person to execute an instrument of transfer of the shares to, or in accordance with, the directions of the purchaser, and the transferee shall not be bound to see to the application of any purchase consideration, nor shall his or her title to the shares be affected by any act, omission, irregularity or invalidity relating to or connected with the proceedings in reference to the sale. In respect of uncertificated shares, the Board may authorise some person to transfer and/or require the holder to transfer the relevant shares in accordance with the facilities and requirements of the relevant system.

VARIATION OF CLASS RIGHTS

44 Sanction to variation

If at any time the share capital of the Company is divided into shares of different classes, any of the rights for the time being attached to any shares (whether or not the Company may be or is about to be wound up) may from time to time be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of

¹⁸ Sections 658-659 CA 2006.

¹⁹ Sections 617-621 CA 2006.

the relevant class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class duly convened and held in accordance with the Companies Acts²⁰.

45 Class meetings

All the provisions in these Articles as to general meetings shall, with any necessary modifications, apply equally to every meeting of the holders of any class of shares. The Board may convene a meeting of the holders of any class of shares whenever it thinks fit and whether or not the business to be transacted involves a variation or abrogation of class rights. The quorum at every such meeting shall be not less than two persons present (in person or by proxy) holding at least one third of the nominal amount paid up on the issued shares of the relevant class (excluding any shares of that class held as treasury shares) provided that a person present by proxy is treated as holding only the shares in respect of which the proxy is authorised to exercise voting rights. Every holder of shares of the class (other than a holder of treasury shares), present in person or by proxy, may demand a poll. If within five minutes (or such longer interval as the Chair in his or her absolute discretion thinks fit) from the time appointed for the holding of a class meeting a quorum is not present, or if during such meeting a quorum ceases to be present, the meeting shall stand adjourned to such day at such time and place or places, with the means of attendance and participation (including by means of such electronic facility or facilities) as the Chair (or, in default, the Board) may determine. If at any adjourned meeting of the holders of any class of shares a quorum is not present, one person holding shares of the relevant class (whatever the number of shares held by him or her but excluding any shares of that class held as treasury shares) who is present in person or by proxy shall be a quorum.

46 Deemed variation

Subject to the terms of issue of or rights attached to any shares, the rights for the time being attached to any shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking *pari passu* in all respects (save as to the date from which such new shares shall rank for dividend) with or subsequent to those already issued or by the reduction of the capital paid up on such shares or by the purchase or redemption by the Company of its own shares or the sale of any shares held as treasury shares in accordance with the provisions of the Companies Acts²¹ and these Articles.

MEETINGS OF MEMBERS

47 General meetings

- 47.1 The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting, including allowing such persons to attend and participate in the general meeting by simultaneous attendance and participation at a physical place (or places, in accordance with Article 48.7) anywhere in the world determined by it, and partly by means of an electronic facility or facilities determined by it in accordance with Article 48.8.
- 47.2 Subject to the provisions of the Companies Acts²², annual general meetings shall be held at such time and place or places and on such date as the Board may determine.
- 47.3 The Board may convene a general meeting, other than an annual general meeting, whenever it thinks fit. If there are insufficient members of the Board to form a quorum to convene such a general meeting, any Director may call such a general meeting.

²⁰ Section 334 CA 2006.

²¹ Section 727 CA 2006.

²² Section 336 CA 2006.

- 47.4 At any general meeting convened on a members' requisition or, in default of the Board convening a general meeting on a members' requisition, by the requisitionists,²³ no business shall be transacted except that stated by the requisition or proposed by the Board.
- 47.5 Nothing in these Articles shall prevent a general meeting being held only at a physical place or places but the Board may not convene a general meeting solely by means of an electronic facility or facilities.
- 47.6 Two or more persons who may not be in the same place as each other attend and participate in a general meeting if they are able to exercise their right to speak and vote at that meeting. A person is present at a general meeting if he or she attends in accordance with the provisions of these Articles. A person is able to exercise the right to speak at a general meeting if the Chair is satisfied that arrangements are in place, including through any electronic facility, so as to enable that person to communicate with all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a general meeting if that person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and that person's vote can be taken into account in deciding whether or not such resolutions are passed at the same time as the votes of others attending the meeting.
- 47.7 When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.

48 Notice of general meetings and meetings in different places or in more than one format

- 48.1 A general meeting shall be convened by such notice as may be required by law from time to time and the Company may give such notice by any means or combination of means permitted by law.
- 48.2 The notice of any general meeting (including any notice given by means of a website) shall comply with all applicable requirements in the Companies Acts and shall specify whether the meeting will be an annual general meeting or any other general meeting.
- 48.3 A general meeting may be held at more than one place, or may be participated in in more than one way, if, as provided for in these Articles:
- (a) the notice convening the meeting so specifies; or
 - (b) the Board resolves, after the notice convening the meeting has been given, that:
 - (i) the meeting shall be held at more than one place in addition to any place or places specified in the notice; or
 - (ii) arrangements will also be made for attendance and participation electronically; or
 - (c) it appears to the Chair that the place of the meeting specified in the notice convening the meeting is inadequate to accommodate all persons entitled and wishing to attend at that place.
- 48.4 If it is anticipated that a meeting will be conducted as a general meeting allowing attendance and participation by simultaneous attendance and participation at a physical place or places and by means of an electronic facility or facilities, the notice of meeting shall state how it is proposed that persons attending or participating in the meeting by means of the electronic facility or facilities should communicate with the meeting. The notice shall also specify any arrangements made for the purpose of Article 59.2 (making it clear that taking part in those arrangements will not amount to attendance at the meeting to which the notice relates).

²³ Sections 303-305 CA 2006.

- 48.5 The notice shall be given to the members (other than any who, under the provisions of these Articles or of any rights or restrictions imposed on any shares, are not entitled to receive notice from the Company), to the Directors and to the Auditors and to any other person who may be entitled to receive it.
- 48.6 The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The powers of the Chairman will apply to the satellite meeting. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all the meeting places are able to:
- (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place (as determined in accordance with Article 48.9 below) and any satellite meeting place; and
 - (c) be heard by all other persons so present in the same way.
- 48.7 The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly by simultaneous attendance and participation by means of an electronic facility or facilities and determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons who speak at the meeting; and
 - (c) be heard by all other persons attending and participating in the meeting.
- 48.8 A general meeting will be treated as taking place where the Chairman is at the time of the meeting unless the notice of the meeting specifies otherwise or the Chairman decides otherwise (the relevant place being the **principal meeting place**).
- 48.9 Under no circumstances will a failure (for any reason) of communication equipment, or any other failure in the arrangements for participation in the meeting at more than one place, affect the validity of such meeting at the principal meeting place, or any business conducted thereof, or any action taken pursuant thereto.
- 48.10 If determined by the Board, a person (**Subsidiary Chairman**) shall preside at each of the satellite meeting places (if any). Each Subsidiary Chair shall be appointed by the Board or by some person to whom the Board has delegated the task. Every Subsidiary Chairman shall have the powers vested in him or her by or under these Articles. Every Subsidiary Chairman shall keep good order at the location where he or she is presiding, and he or she shall have all powers necessary or desirable for that purpose. Every Subsidiary Chairman shall also carry out all requests made of him or her by or on behalf of the Chairman of the meeting in which he or she is participating, and the Chairman shall have all powers necessary or desirable for that purpose.

49 Omission or failure to send notice or non-receipt of notice

The accidental omission to give or send notice of any meeting or, in cases where it is intended that it be given or sent out with the notice, any other document relating to the meeting including

an appointment of proxy to, or the failure to give notice to or send any documents due to circumstances beyond the Company's control, or the non-receipt of the notice of meeting or any other documents by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

50 Moving or postponing general meetings at short notice

If, after the sending of the notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical, undesirable or unreasonable for any reason (including so as to protect the safety or security of any person attending the meeting and/or so as to ensure the proper and orderly conduct of the meeting) to hold the meeting on the date or at the time or at any place specified in the notice calling the general meeting (including a satellite meeting) and/or by means of an electronic facility or facilities specified in the notice, it may postpone the general meeting to another date, time and/or place, or, in the case of a general meeting to be held at a principal meeting place and a satellite meeting place, to such other place or places (including, for the avoidance of doubt to another place or places but on the same date and at the same time as the original meeting or at a later time on that day) and/or change the electronic facility or facilities specified in the notice or remove the ability for persons to attend and participate by means of an electronic facility or facilities. If such a decision is made, the Board may then change any of the places and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Board shall take reasonable steps to ensure that notice of the change of date, time, place or places of, and/or electronic facility or facilities for, the postponed meeting is given to any member trying to attend the general meeting at the original time and at the original place or places and/or on the original electronic facility or facilities. When a general meeting is so postponed, communication of the date, time and place or places), including any electronic facility or facilities if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required. If a general meeting is postponed in accordance with this Article, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48 hour period mentioned in this Article, the Directors can decide not to take account of any part of a day that is not a working day.

PROCEEDINGS AT GENERAL MEETINGS

51 Quorum

- 51.1 No business (other than the appointment of the Chair of the meeting) shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, two persons entitled to attend and to vote on the business to be transacted, each being a member so entitled or a proxy for a member so entitled or a duly authorised representative of a corporation which is a member so entitled, shall be a quorum.
- 51.2 In calculating whether a quorum is present for the purposes of Article 51.1, if two or more persons are appointed as proxies for the same member or two or more persons are appointed as corporate representatives of the same corporate member, only one of such proxies or only one of such corporate representatives shall be counted.

52 If quorum not present

If within five minutes (or such longer interval as the Chairman in his or her absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case, the meeting shall stand

adjourned to such day and at such time and place or places, with such means of attendance and participation (including by means of such electronic facility or facilities) as the Chairman (or, in default, the Board) may determine, provided that the adjourned meeting shall be held not less than ten clear days after the original general meeting. If at an adjourned meeting a quorum is not present within five minutes from the time fixed for holding the meeting, the meeting shall be dissolved.

53 Chairman

- 53.1 The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company. If there is no Chairman or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, or is unable or unwilling to act as Chairman, the Deputy Chairman (if any) of the Board shall (if present and willing to act) preside as Chairman at such meeting. If neither the Chairman nor the Deputy Chairman is present and willing to act, the Directors present shall choose one of their number to act or, if there is only one Director present, he or she shall preside as Chairman if willing to act. If no Director is present and willing to act, the members present (in person or by proxy) and entitled to vote on the business to be transacted shall choose one of their number to preside as Chairman of the meeting.
- 53.2 If the Chairman is participating in a general meeting electronically and becomes disconnected from the meeting, another person (determined in accordance with the provisions of Article 53.1 above) shall preside as Chairman of that meeting unless and until the original Chairman regains electronic connection with the meeting. In the event that no replacement Chairman is presiding over the general meeting (and the original Chairman has not regained electronic connection with the meeting) fifteen minutes after the original Chairman became disconnected from the meeting, the meeting shall be adjourned to a time and place or places (and, if appropriate, facilities for electronic attendance and participation) to be fixed by the Board.

54 Documents available for inspection at a meeting

At any general meeting which is held partly by means of an electronic facility or facilities, the Board may make arrangements for any documents which are required to be made available to the meeting (whether required to be on display or available for inspection) to be accessible for the required period in electronic form to members or to their proxies and this will satisfy any such requirement.

55 Entitlement to attend and speak

- 55.1 Each Director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company. The Chairman may, in his or her absolute discretion, invite any person to attend and speak at any general meeting or at any separate meeting of the holders of any class of shares of the Company where he or she considers this will assist in the deliberations of the meeting.
- 55.2 All persons seeking to attend or participate in a general meeting by way of an electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Without prejudice to the right of the Chairman to postpone or adjourn a general meeting under these Articles, any inability of a person or persons to attend or participate in a general meeting by way of an electronic facility or facilities shall not invalidate the proceedings of that meeting.

56 Power to adjourn

- 56.1 The Chairman may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place (or, in the case of a meeting held at a principal meeting place and a satellite meeting place, such other places) and/or by means of such electronic facility or facilities for attendance and participation as the Board shall determine. However, without prejudice to any other power which he or she may have under these Articles or at common law, the Chairman may, without the need for the consent of the meeting, interrupt or adjourn any meeting (whether or not it has commenced

or a quorum is present) from time to time and from place to place (or places, in the case of a meeting to which Article 48.7 applies) or from electronic facility to electronic facility and with such means of attendance and participation as he or she shall determine, or for an indefinite period, if he or she is of the opinion that it has become necessary to do so in order to secure the safe and/or proper and orderly conduct of the meeting, or to give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting, or to ensure that the business of the meeting is properly considered and transacted. Any meeting may be adjourned more than once.

- 56.2 If it appears to the Chairman that the facilities at the principal meeting place or any satellite meeting place or an electronic facility or facilities or security at any general meeting being conducted partly by means of an electronic facility have become inadequate for the purposes referred to in Articles 48.7 or 48.8, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the Chairman may, without the consent of the meeting, interrupt or adjourn the general meeting.
- 56.3 All business conducted at a meeting up to the time of any adjournment shall, subject to Article 56.4, be valid.
- 56.4 The Chair may specify that only the business conducted at a meeting up to a point in time which is earlier than the time of adjournment is valid if, in his or her opinion, to do so would be more appropriate.
- 56.5 Nothing in this Article shall limit any other power vested in the Chairman to adjourn the meeting.

57 Notice of adjourned meeting

Any adjournment pursuant to Article 56 may, subject to the Companies Acts, be for such time and with such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the Chairman (or, in default, the Board) may in his or her absolute discretion determine, notwithstanding that by reason of the adjournment some members may be unable to attend and participate in the adjourned meeting. Whenever a meeting is adjourned for 30 days or more or indefinitely, at least seven clear days' notice, specifying the day and time of the adjourned meeting, means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the Chairman (or, in default, the Board) may in his or her absolute discretion determine and the general nature of the business to be transacted, shall be given in the same manner as in the case of an original meeting. Save as aforesaid and subject to the Companies Acts²⁴, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

58 Business of adjourned meeting

No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

59 Accommodation of members and safety and security arrangements

- 59.1 The Board may, for the purposes of controlling the level of attendance and ensuring the safety of those attending and participating at any physical place specified for the holding of a general meeting, ensuring the security of the meeting and ensuring the proper and orderly conduct of the meeting, from time to time make such arrangements (including imposing any requirements or restrictions to take account of or comply with legal or regulatory obligations or recommendations of any government or governmental body or agency) as the Board shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements in place or make new arrangements therefor. Any decision made under this Article 59.1 shall be final and the entitlement of any member or proxy to attend and participate in a general meeting at any place or places shall be subject to any such arrangements as may be for the time being approved by the Board.

²⁴ Section 307A(7) CA 2006.

- 59.2 The Board may make arrangements for persons entitled to attend a general meeting or an adjourned general meeting to be able to hear the proceedings of the general meeting or adjourned general meeting and to speak at the general meeting (whether by use of microphones, loudspeakers, audio-visual communications equipment or otherwise) by attending at a venue anywhere in the world not being a satellite meeting place. Those attending at any such venue shall not be regarded as present at the general meeting or adjourned general meeting and shall not be entitled to vote at the general meeting at or from that venue. The inability for any reason of any member present in person or by proxy at such a venue to view or hear all or any of the proceedings of the general meeting or to speak at the general meeting shall not in any way affect the validity of the proceedings of the general meeting.
- 59.3 The Board may direct that any person wishing to attend any general meeting held at a physical place shall provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions on items of personal property which may be taken into the meeting) as the Board shall consider appropriate in the circumstances.
- 59.4 If a general meeting is held partly by means of an electronic facility or facilities, the Board and the Chairman may make any arrangement and impose any requirement or restriction that is:
- (a) necessary to ensure the identification of those taking part by way of such electronic facility or facilities and the security of the electronic communication; and
 - (b) in its or his or her view, proportionate to those objectives.
- In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.
- 59.5 The Board shall be entitled in its absolute discretion to authorise one or more persons (including the Directors, the Secretary or the Chairman) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to Article 59.1, Article 59.3 or Article 59.4, or who causes the meeting to become disorderly.

60 Orderly conduct

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

VOTING AND POLLS

61 Method of voting

- 61.1 A resolution put to the vote at a general meeting held partly by means of an electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, unless the notice of meeting specifies otherwise, at any general meeting held wholly at a physical place or places, a resolution put to a vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show

of hands) a poll is duly demanded. Subject to the provisions of the Companies Acts²⁵, a poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote on the resolution; or
- (c) a member or members present in person or by proxy representing not less than 10 per cent of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to shares held as treasury shares); or
- (d) a member or members present in person or by proxy holding shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right (excluding shares in the Company conferring a right to vote on the resolution held as treasury shares).

61.2 The Chairman may also demand a poll before a resolution is put to the vote on a show of hands.

61.3 At general meetings, resolutions shall be put to the vote by the Chairman and there shall be no requirement for the resolution to be proposed or seconded by any person.

62 Chairman's declaration conclusive on show of hands

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the Chairman of the meeting that a resolution on a show of hands has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded for or against such resolution.

63 Objection to or error in voting

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. Any vote which is not disallowed at such a meeting or poll shall be valid for all purposes. The decision of the Chairman on such matters shall be final and conclusive.

64 Amendment to resolutions

64.1 If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the Chairman of the meeting, such ruling shall be final and conclusive and any error in such ruling shall not invalidate the proceedings on the substantive resolution.

64.2 In the case of a resolution duly proposed as a special resolution, unless the amendment is proposed by the Chairman of the meeting at which the resolution is to be proposed and the amendment is to correct a patent error, no amendment thereto may be considered or voted on.

64.3 In the case of a resolution duly proposed as an ordinary resolution, unless the amendment is proposed by the Chairman of the meeting at which the resolution is to be proposed and the amendment is to correct a patent error, no amendment thereto may be considered or voted on, unless either (a) at least 48 hours prior to the time appointed for holding the meeting or adjourned

²⁵ Section 321 CA 2006.

meeting at which such ordinary resolution is to be proposed, notice in writing of the terms of the amendment and intention to move the same has been lodged at the Office and the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution or (b) the Chairman of the meeting in his or her absolute discretion decides that it may be considered or voted on. The Chairman of the meeting may agree to the withdrawal of any proposed amendment before it is voted on at the meeting.

65 Procedure on a poll

- 65.1 A poll duly demanded on the election of the Chairman of the meeting or on any question of adjournment shall be taken forthwith. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot or voting papers or electronic means, or any combination thereof) and at such time, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, and by such means of attendance and participation (including at such place or places and /or by means of such electronic facility or facilities), as the Chairman shall direct. The Chairman may appoint scrutineers who need not be members. No notice need be given of a poll not taken immediately if the time and place and means by which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given, specifying the time and place and means by which the poll is to be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 65.2 The demand for a poll (other than on the election of the Chairman of the meeting or on any question of adjournment) shall not prevent the continuance of the meeting for the transaction of any business, other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 65.3 The demand for a poll may be withdrawn at any time before the poll is taken, but only with the consent of the Chairman. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 65.4 On a poll votes may be given personally or by proxy. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

66 Votes of members

Subject to the provisions of the Companies Acts²⁶, to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights pursuant to these Articles, on a vote on a resolution on a show of hands, every member who is present in person shall have one vote and on a vote on a resolution on a poll, every member present in person shall have one vote for each share of which the member is the holder.

67 Votes of joint holders

If two or more persons are joint holders of a share, then in voting on any question, the vote of the senior who tenders a vote (whether personally or by proxy) shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register in respect of the share.

68 Votes of member suffering incapacity

- 68.1 Where, in England or elsewhere, a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Board may, subject to the Companies Acts²⁷, in its absolute discretion, on or subject to the

²⁶ Sections 284-285 CA 2006.

²⁷ Section 327(A1) CA 2006.

production of such evidence of the appointment as the Board may require, permit such receiver or other person to vote personally or by proxy on behalf of such member at any general meeting or to exercise any other right conferred by membership in relation to general meetings of the Company.

- 68.2 Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or deposited or received at such other place or address as is specified in accordance with these Articles for the deposit or receipt of appointments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable. When calculating the 48 hour period mentioned in this Article, the Board can decide not to take account of any part of a day that is not a working day.

PROXIES AND CORPORATE REPRESENTATIVES

69 Voting by proxy

- 69.1 Any person (whether a member of the Company or not) may be appointed to act as a proxy and more than one proxy may be appointed by a member provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member.
- 69.2 Every proxy who has been appointed by one or more members entitled to vote on the resolution shall, on a show of hands, have one vote unless Article 69.3 applies.
- 69.3 Every proxy who has been appointed by more than one member entitled to vote on the resolution shall, on a show of hands, have two votes, one vote for and one against the resolution if:
- (a) one or more of the members instructed him or her to vote for and one or more of the members instructed him or her to vote against the resolution; or
 - (b) one or more of the members instructed him or her to vote for the resolution and one or more of the members gave him or her discretion as to how to vote and he or she exercises his or her discretion by voting against the resolution; or
 - (c) one or more of the members instructed him or her to vote against the resolution and one or more of the members gave him or her discretion as to how to vote and he or she exercises his or her discretion by voting for the resolution.
- 69.4 Subject to Article 69.1, every proxy who has been appointed by a member entitled to vote on the resolution shall, on a poll, have one vote for each share held by that member (or, where a proxy has been appointed to exercise the rights attached to some only of the shares held by that member, one vote, on a poll, for each such share).
- 69.5 The appointment of a proxy shall not preclude a member from attending and voting in person on a show of hands or on a poll on any matters in respect of which the proxy is appointed. In the event that and to the extent that a member personally votes his or her shares, his or her proxy shall not be entitled to vote and any vote cast by a proxy in such circumstances shall be ignored.
- 69.6 When two or more valid but differing appointments of proxy are received in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

70 Form of proxy

- 70.1 The appointment of a proxy shall, subject to the provisions of the Companies Acts²⁸:
- (a) be in writing, in any common form or in such other form as the Board may approve, and (i) if in writing but not in electronic form, made under the hand of the appointor or of his attorney duly authorised in writing; or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf; or (ii) if in writing in electronic form, submitted by or on behalf of the appointor and authenticated;
 - (b) be deemed (subject to any contrary direction contained in it) to confer authority on the proxy to exercise all or any rights of his or her appointor to demand or join in demanding a poll and to speak at any meeting and to vote (whether on a show of hands or on a poll) on any resolution or amendment of a resolution put to the meeting in respect of which the proxy is given, as the proxy thinks fit;
 - (c) unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates; and
 - (d) where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of any of such meetings.
- 70.2 The Board may allow a proxy for a holder of any shares in uncertificated form to be appointed by electronic communication in the form of an uncertificated proxy instruction. The Board may also allow any supplement to the uncertificated proxy instruction or any amendment or revocation of any uncertificated proxy instruction to be made by a further uncertificated proxy instruction.
- 70.3 The Board may decide what method should be used to determine at what time the instruction or notification is treated as being received by the Company. The Board may treat any notification purporting or expressed to be sent on behalf of a holder of a share in uncertificated form as sufficient evidence of the authority of the person sending the instruction to send it on behalf of that holder.
- 70.4 For the purposes of this Article 70, an uncertificated proxy instruction is a properly authenticated dematerialised instruction, and/or other instruction or notification, if sent through a relevant system to a participant in that system chosen by the Board to act for the Company. The uncertificated proxy instruction may be in any form and subject to any terms and conditions that the Board deems appropriate, but always subject to the facilities and requirements of the relevant system.

71 Deposit or receipt of proxy

- 71.1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is authenticated, or a copy of such authority certified notarially or in some other way approved by the Board, shall:
- (a) in the case of an appointment not in electronic form (including any such power of attorney or other authority) 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 notice of any adjourned meeting or in any appointment of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - (b) in the case of an appointment in electronic form (including any such power of attorney or other authority), where an address has been specified for the purpose of receiving documents or information in electronic form:

²⁸ Sections 324 to 331 CA 2006.

- (i) in the notice convening the meeting; or
- (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
- (iii) in any invitation in electronic form 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 appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
- (d) in the case of a poll not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting or any Director, the Secretary or some other person authorised for the purpose by the Company.

71.2 When calculating the periods mentioned in this Article, the Directors can decide not to take account of any part of a day that is not a working day.

72 Maximum validity of proxy and revocation of proxy

72.1 An appointment of proxy not deposited, delivered or received in the manner specified in Article 71 shall be invalid. No appointment of proxy shall be valid after the expiry of 12 months from the date named in it as the date of its execution or the date of its submission, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting, in cases where the meeting was originally convened within 12 months from such date.

72.2 A vote given, or demand for a poll made, by a proxy shall be valid notwithstanding the death or mental disorder of the principal or the revocation of the appointment of proxy, or of the authority under which the appointment of proxy was executed, or the transfer of the share in respect of which the appointment of proxy is given, unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office, or at such other place or address as has been appointed for the deposit or receipt of appointments of proxy:

- (a) in the case of a meeting or adjourned meeting, at least 48 hours before the commencement of the meeting or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the taking of the poll; and
- (c) in the case of a poll not taken forthwith but taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded.

72.3 When calculating the 48 hour period mentioned in this Article, the Directors can decide not to take account of any part of a day that is not a working day.

73 Corporate representatives

A corporation (whether or not a company within the meaning of the Companies Acts)²⁹ which is a member may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any separate meeting of the holders of any class of shares. The corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person or persons so authorised is present at it, and all references to attendance, participation

²⁹ Section 1 CA 2006.

and voting in person shall be construed accordingly. A Director, the Secretary, or some person authorised for the purpose by the Secretary, may (but shall have no obligation to) require any representative to produce a certified copy of the resolution so authorising him or her or such other evidence of his or her authority reasonably satisfactory to such Director, Secretary or other person before permitting him or her to exercise his powers.

74 Validity of votes by proxies and corporate representatives

- 74.1 A vote given by a proxy or by a corporate representative shall be valid for all purposes notwithstanding that the proxy or corporate representative has failed to vote in accordance with the instructions of the member by whom the proxy or corporate representative was appointed and the Company shall be under no obligation to check any vote so given is in accordance with any such instructions. Any failure to vote as instructed shall not invalidate the proceedings (including any poll) on any resolution.
- 74.2 Any objection to the qualification of any person voting at a general meeting or to the counting of, or failure to count, any vote must be made at the meeting or at the time any poll is taken (if not taken at the meeting or adjourned meeting) at which the vote objected to is tendered. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive. If a vote is not disallowed by the Chairman it is valid for all purposes.
- 74.3 The Company may require reasonable evidence of the identity of any proxy appointed by a member and of the member himself or herself.
- 74.4 Where the appointment of a proxy is expressed to have been or purports to have been executed by a duly authorised person or on behalf of a member:
- (a) the Company may treat the appointment as sufficient evidence of that person's authority to execute the appointment of proxy on behalf of that member; and
 - (b) the member shall, if requested by or on behalf of the Company, send or procure the sending of any authority under which the appointment of proxy has been executed, or a certified copy of any such authority, to such address and by such time as is required for the submission of appointments of proxy under Article 71 and, if the request is not complied with in any respect, the appointment of proxy may be treated as invalid.
- 74.5 The termination of the authority of a person to act as proxy or as the duly authorised representative of a member which is a corporation does not affect whether he or she counts in deciding whether there is a quorum at a meeting, the validity of anything he or she does as chair of a meeting, the validity of a poll demanded by him or her at a meeting, or the validity of a vote given by that person unless notice of the termination was received by the Company at the Office or, in the case of a proxy, any other place specified for delivery or receipt of the form of appointment of proxy or, where the appointment of proxy was sent in electronic form, at the address at which the form of appointment was received, not later than the last time at which an appointment of proxy should have been delivered or received in order to be valid for use at the relevant meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for use on the holding of the poll at which the vote is cast.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

75 Number of Directors

Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall be not more than fifteen or less than three.

76 Power of Company to appoint Directors

Subject to the provisions of these Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles.

77 Power of Board to appoint Directors

Without prejudice to the power of the Company in general meeting under these Articles to appoint any person to be a Director, the Board shall have power at any time to appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not exceed any maximum number fixed by or in accordance with these Articles. Any person so appointed by the Directors shall hold office only until the next annual general meeting notice of which is first sent after his or her appointment and he or she shall then be eligible for re-election.

78 Appointment of executive Directors

Subject to the provisions of the Companies Acts³⁰, the Board, or any committee authorised by the Board, may from time to time appoint one or more Directors to hold any employment or executive office (including that of Chief Executive or Managing Director) for such term and subject to such other conditions as the Board, or any committee authorised by the Board, thinks fit in accordance with Article 100. The Board, or any committee authorised by the Board, may revoke or terminate any such appointment without prejudice to any claim for damages for breach of any contract between the Director and the Company.

79 Eligibility of new Directors

79.1 No person shall be appointed or re-appointed a Director at any general meeting unless:

- (a) the person is retiring as a Director;
- (b) the person has been nominated by the Board for appointment or re-appointment at that general meeting; or
- (c) in any other case;
 - (i) a member or members who, under the Companies Acts,³¹ are entitled to require the Company to give to members notice of a resolution to be moved at a meeting, have given the Company notice in writing signed by such member or members stating their intention to nominate the person for appointment or re-appointment; and
 - (ii) the person nominated has given the Company notice in writing signed by that person stating his or her consent to the nomination.

79.2 Subject to Article 79.3, a notice required under Article 79.1(c)(i) is only valid if it is delivered to the Office not less than 14 nor more than 42 clear days before the date appointed for the meeting.

79.3 Article 79.2 does not apply to notices given by members pursuant to any right under the Companies Acts to give notices if and to the extent that Article 79.2 is inconsistent with such right.

³⁰ Sections 188, 223 to 230 CA 2006

³¹ Sections 303 and 338 CA 2006.

80 Resolution for appointment of two or more Directors

A single resolution for the appointment of two or more persons as Directors at a general meeting shall be void unless a resolution that it shall be so proposed has first been agreed to by the meeting without any vote being given against it.

81 Retirement at annual general meetings

81.1 At every annual general meeting all the Directors shall retire from office.

81.2 If any resolution or resolutions for the appointment or reappointment of the persons eligible for appointment or reappointment as Directors are put to the annual general meeting and lost and at the end of that meeting the number of directors is fewer than any minimum number of Directors required under Article 75, all retiring Directors who stood for reappointment at that meeting and were not reappointed shall be deemed to have been reappointed as Directors and shall remain in office, but such Directors shall only:

- (a) act for the purpose of filling vacancies and convening general meetings of the Company;
- (b) perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations; and
- (c) convene a general meeting as soon as reasonably practicable following the annual general meeting referred to in this Article 81.2 and shall retire from office at that meeting if the number of Directors appointed or ratified by the Company at that meeting is equal to or more than the minimum number of Directors required under Article 75.

81.3 If at the end of the general meeting convened under Article 81.2 the number of Directors is fewer than any minimum number of Directors required under Article 75, the provisions of Article 81.2 shall apply in respect of such meeting.

82 Position of retiring Director

A Director who retires at an annual general meeting shall be eligible for re-election and a director who is re-elected will be treated as continuing in office without a break. If he or she is not re-elected or deemed to have been re-elected, a Director shall retain office until the meeting appoints someone in his or her place or, if it does not do so, until the end of the meeting.

83 Deemed re-election

83.1 At any general meeting at which a Director retires under any provision of these Articles, the Company may by ordinary resolution fill the vacancy by re-electing the retiring Director or some other person who is eligible for appointment and willing to act as a Director. If the Company does not do so, the retiring Director shall (if willing) be deemed to have been re-elected except in the following circumstances:

- (a) it is expressly resolved not to fill the vacancy; or
- (b) a resolution for the re-election of the Director is put to the meeting and lost.

84 Removal by ordinary resolution

In addition to any power of removal conferred by the Companies Acts³², the Company may by ordinary resolution remove any Director before the expiration of his or her period of office, but without prejudice to any claim for damages which he or she may have for breach of any contract of service between him or her and the Company, and may (subject to these Articles) by ordinary resolution appoint another person who is willing to act to be a Director in his or her place. Any

³² Section 168 CA 2006.

person so appointed shall be treated, for the purposes of determining the time at which he or she or any other Director is to retire, as if he or she had become a Director on the day on which the person in whose place he or she is appointed was last appointed or re appointed a Director.

85 Vacation of office by Director

- 85.1 Without prejudice to the provisions for retirement contained in these Articles, the office of a Director shall be vacated if:
- (a) he or she resigns by notice in writing delivered to, or, if in electronic form, received by, the Secretary at the Office or tendered at a Board meeting;
 - (b) he or she ceases to be a Director by virtue of any provision of the Companies Acts³³, is removed from office pursuant to these Articles or the Companies Acts³⁴, or becomes prohibited by law from being a Director;
 - (c) he or she becomes bankrupt, has an interim receiving order made against him or her, makes any arrangement or compounds with his or her creditors generally or applies to the court for an interim order in connection with a voluntary arrangement or enters into any analogous or similar procedure in any jurisdiction;
 - (d) a registered medical practitioner gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months and the Board resolves that his or her office be vacated;
 - (e) both he or she and his or her alternate Director appointed pursuant to the provisions of these Articles (if any) are absent, without the permission of the Board, from Board meetings for six consecutive months or, if during a shorter period, for six consecutive Board meetings and the Board resolves that his or her office be vacated; or
 - (f) he or she is removed from office by service of notice approved by all the other Directors for the time being, such approval to be indicated in writing by each of those Directors, with such removal to take effect from the date stipulated in the notice (without prejudice to any claim for damages for breach of contract or otherwise).

86 Resolution as to vacancy conclusive

A resolution of the Board declaring a Director to have vacated office under the terms of Article 85 shall be conclusive as to the fact and grounds of vacation stated in the resolution.

ALTERNATE DIRECTORS

87 Appointments

- 87.1 Each Director (other than an alternate Director) may, by notice in writing delivered to or, if in electronic form, received by the Secretary at the Office, or in any other manner approved by the Board, appoint any other Director or any person approved for that purpose by the Board and willing to act, to be his or her alternate.
- 87.2 No appointment of an alternate Director who is not already a Director shall be effective until his or her consent to act as a Director in the form prescribed by or required pursuant to the Companies Acts³⁵ has been received at the Office.

³³ Section 168 CA 2006.

³⁴ Section 168 CA 2006.

³⁵ Section 167 CA 2006.

87.3 An alternate Director shall not be counted in reckoning any maximum or minimum number of Directors prescribed by these Articles.

87.4 An alternate Director shall, in addition to any restrictions which may apply to him or her personally, be subject to the same restrictions as his or her appointor.

88 Participation in Board meetings

Every alternate Director shall (subject to his or her giving to the Company a postal address within the United Kingdom, or an electronic address, at which notices may be served on him or her) be entitled to receive notice of all meetings of the Board and all committees of the Board of which his or her appointor is a member and, in the absence from such meetings of his or her appointor, to attend and vote at such meetings and to exercise all the powers, rights, duties and authorities of his or her appointor (except as regards power to appoint an alternate). A Director acting as alternate Director shall have a separate vote at Board meetings for each Director for whom he or she acts as alternate Director (and who is not present) in addition to his or her own vote (if any) as a Director, but he or she shall count as only one for the purpose of determining whether a quorum is present.

89 Alternate Director responsible for own acts

Every person acting as an alternate Director shall be an officer of the Company, shall alone be responsible to the Company for his or her own acts and defaults and shall not be deemed to be the agent of the Director appointing him or her.

90 Interests of alternate Director

The provisions of Articles 118-125 (inclusive) (*Directors' Interests*) shall apply to an alternate Director to the same extent as if he or she was a Director and for the purposes of those provisions an alternate Director shall be deemed to have an interest which conflicts, or possibly may conflict, with the interest of the Company if either he or she or his or her appointor has such an interest. The provisions of Articles 157 (*Indemnity*) and 158 (*Power to insure*) shall also apply to an alternate Director to the same extent as if he or she was a Director. An alternate Director shall not be entitled to receive from the Company any fees in his or her capacity as an alternate Director, except only such part (if any) of the fees payable to his or her appointor as his or her appointor may by notice in writing to the Company direct. Subject to this Article, the Company shall pay to an alternate Director such expenses as might properly have been paid to him or her if he or she had been a Director.

91 Revocation of appointment

An alternate Director shall cease to be an alternate Director:

- (a) if his or her appointor revokes his appointment; or
- (b) if his or her appointor ceases for any reason to be a Director, provided that if any Director retires but is re appointed or deemed to be re-appointed at the same meeting, any valid appointment of an alternate Director which was in force immediately before his or her retirement shall remain in force; or
- (c) if any event happens in relation to him or her which, if he or she were a Director otherwise appointed, would cause him or her to vacate office; or
- (d) if he or she resigns his or her office by notice in writing to the Company.

DIRECTORS' REMUNERATION, EXPENSES AND PENSIONS

92 Directors' fees

The Directors (other than alternate Directors and excluding the salary, remuneration and other amounts payable to any Director who for the time being is appointed to hold any employment or executive office in accordance with these Articles) shall be entitled to receive by way of fees for their services as Directors such sum as the Board, or any committee authorised by the Board, may from time to time determine (not exceeding £500,000 per annum in aggregate or such other sum as the Company in general meeting by ordinary resolution shall from time to time determine). Such sum (unless otherwise directed by the resolution of the Company by which it is voted) shall be divided among the Directors in such proportions and in such manner as the Board, or any committee authorised by the Board, may determine or, in default of such determination, equally (except that in such event any Director holding office for less than the whole of the relevant period in respect of which the fees are paid shall only rank in such division in proportion to the time during such period for which he or she holds office). Any fees payable pursuant to this Article shall be distinct from any salary, remuneration or other amounts payable to a Director pursuant to any other provisions of these Articles or otherwise and shall accrue from day to day.

93 Expenses

Each Director shall be entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him or her in or about the performance of his or her duties as Director, including any expenses incurred in attending meetings of the Board or any committee of the Board or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company.

94 Additional remuneration

If by arrangement with the Board, or any committee authorised by the Board, any Director shall perform or render any special duties or services outside his or her ordinary duties as a Director and not in his or her capacity as a holder of employment or executive office, he or she may be paid such reasonable additional remuneration (whether by way of fees, salary, commission, participation in profits or otherwise) as the Board, or any committee authorised by the Board, may from time to time determine.

95 Remuneration of executive Directors

The salary or remuneration of any Director appointed to hold any employment or executive office in accordance with the provisions of these Articles may be either a fixed sum of money, or may altogether or in part be governed by business done or profits made or otherwise determined by the Board, or any committee authorised by the Board, and may be in addition to or in lieu of any fee payable to him or her for his or her services as Director pursuant to these Articles.

96 Pensions and other benefits

The Board, or any committee authorised by the Board, may exercise all the powers of the Company to provide pensions or other retirement or superannuation benefits and to provide death or disability benefits or other allowances or gratuities (whether by insurance or otherwise) for, or to institute and maintain any institution, association, society, club, trust, other establishment or profit-sharing, share incentive, share purchase or employees' share scheme calculated to advance the interests of the Company or to benefit, any person who is or has at any time been a Director or employee of the Company (or of any company which is (a) a holding company or a subsidiary undertaking of the Company or (b) allied to or associated with the Company or with any such holding company or subsidiary undertaking or (c) a predecessor in business of the Company or of any such holding company or subsidiary undertaking), and any member of his or her family (including a spouse or former spouse, civil partner or former civil partner) and any person who is or was dependent on him or her. For such purpose the Board may establish, maintain, subscribe and contribute to any scheme, institution, association, club, trust or fund and

pay premiums and, subject to the provisions of the Companies Acts, lend money or make payments to, guarantee or give an indemnity in respect of, or give any financial or other assistance in connection with, any of such matters. The Board may procure any of such matters to be done by the Company either alone or in conjunction with any other person. Any Director or former Director shall be entitled to receive and retain for his or her own benefit any pension or other benefit provided under this Article and shall not be obliged to account for it to the Company.

POWERS AND DUTIES OF THE BOARD

97 Powers of the Board

Subject to the provisions of the Companies Acts, these Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company, whether relating to the management of the business or not. No alteration of these Articles and no such direction given by the Company shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained elsewhere in these Articles as to any specific power of the Board shall not be deemed to limit the general powers given by this Article.

98 Powers of Directors if less than minimum number

Without prejudice to Article 81.2, if the number of Directors is less than the minimum for the time being prescribed by these Articles, the remaining Director or Directors shall act only for the purposes of appointing an additional Director or Directors to make up such minimum or of convening a general meeting of the Company for the purpose of making such appointment and for the purposes of performing such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations but not for any other purpose. If there is no Director able or willing to act, any two members may summon a general meeting for the purpose of appointing Directors. Subject to the provisions of these Articles, any additional Director so appointed shall hold office only until the dissolution of the first annual general meeting of the Company following his or her appointment unless he or she is re-elected during such meeting.

99 Delegation to committees

- 99.1 The Board may delegate to any committee appointed by the Board (consisting of one or more Directors and (if thought fit) one or more other persons) any of its powers, authorities and discretions (including, without prejudice to the generality of the foregoing, all powers, authorities and discretions the exercise of which involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) by such means (including by power of attorney), for such time, on such terms and subject to such conditions as it thinks fit.
- 99.2 Any such committee shall, unless the Board otherwise resolves, have power to sub-delegate to sub-committees any of the powers, authorities or discretions delegated to it.
- 99.3 A majority of the members of any committee or sub-committee shall be Directors and no resolution of a committee or sub-committee shall be effective unless a majority of those present and voting on the resolution when it is passed are Directors or alternate Directors.
- 99.4 The Board may confer any of its powers, authorities and discretions either collaterally with, or to the exclusion of and in substitution for, all or any of the powers, authorities and discretions of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such powers, authorities and discretions and discharge any such committee or sub-committee in whole or in part. Insofar as any power, authority or discretion is so delegated, any reference in these Articles to the exercise by the Board of such power, authority or discretion shall be construed as if it were a reference to the exercise of such power, authority or discretion by such committee or sub-committee.

99.5 The meetings and proceedings of any such committee or sub-committee consisting of more than one person shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are not superseded by any regulations made by the Board under this Article 99.

100 Delegation to individual Directors

The Board may entrust to and confer upon a Director any of its powers, authorities and discretions (with power to sub-delegate) upon such terms (subject to the Companies Acts) and subject to such conditions and with such restrictions as it may decide and either collaterally with, or to the exclusion of and in substitution for, its own powers, authorities and discretions. The Board may from time to time revoke or vary any of such powers, authorities and discretions but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

101 Power of attorney

The Board may, by power of attorney or otherwise, appoint any person or persons, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the agent of the Company and may delegate to any such person or persons any of its powers, authorities and discretions (with power to sub delegate), in each case for such purposes and for such time, on such terms (including as to remuneration) and subject to such conditions as it thinks fit. The Board may confer such powers, authorities and discretions either collaterally with, or to the exclusion of and in substitution for, all or any of the powers, authorities and discretions of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such power, authorities and discretions. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board thinks fit, and may also authorise such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or her.

102 Powers of delegation

The power to delegate contained in these Articles shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

103 Exercise of voting power

The Board may exercise or cause to be exercised the voting power conferred by the shares in any other company held or owned by the Company, or any power of appointment to be exercised by the Company, in such manner in all respects as it thinks fit (including the exercise of the voting power or power of appointment in favour of the appointment of any Director as a director or other officer or employee of such company or in favour of the payment of remuneration to the directors, officers or employees of such company).

104 Overseas registers

Subject to the provisions of the Companies Acts³⁶, the Board may exercise the powers conferred on the Company with regard to the keeping in any territory of an overseas branch, local or other register of members resident in such territory and may make and vary such regulations as it thinks fit respecting the keeping of any such register.

105 Liability for loss of financial assets held in custody

The Board, at its discretion, may allow a depositary appointed to safe-keep the Company's assets to avail itself of a contractual discharge of liability for loss of such assets, and/or for failure to return such assets or the corresponding amount (including, but not limited to, cases where the

³⁶ Sections 129 to 135 CA 2006.

law of a country that is not part of the European Economic Area requires assets to be held by a local custodian), provided always that the applicable conditions contained in Article 21(14) of the AIFM Directive and all other relevant conditions for such discharge have been met.

106 Information available to members

- 106.1 Investor Disclosures shall be made available to members and prospective members in such manner as may be determined by the Board from time to time (including without limitation, and where so determined, by posting some or all of the Investor Disclosures on the Company's website or by electronic notice).
- 106.2 For the purposes of Article 106.1, the term "Investor Disclosures" means the information required to be made available to members and prospective members pursuant to FUND Rules in the FCA Handbook, as amended or replaced from time to time.

107 Borrowing powers

- 107.1 The Board may from time to time at its discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company, and may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular to create and issue of mortgages, charges, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, and irredeemable or redeemable by instalments payable out of the profits of the Company, or by means of a sinking fund or otherwise, and generally upon such terms and conditions and in such manner as the Board may determine.
- 107.2 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 with the object of securing that the aggregate amount for the time being owing in respect of moneys raised by the Company and/or any of its subsidiaries (exclusive of moneys borrowed by the Company from and for the time being owing to any subsidiary and by any subsidiary from and for the time being owing to the Company or another subsidiary) on mortgages, charges and secured debentures or debenture stock and outstanding at any one time (and not being for the purpose of the conversion, redemption, renewal or payment off of previously existing mortgages, charges, debentures or debenture stock or for other temporary purposes) shall not without the previous sanction of an ordinary resolution of the Company exceed the aggregate of the amount paid up on the share capital of the Company for the time being issued and of the sums standing to the credit of capital and revenue reserves and share premium account of the Company as shown by its latest published balance sheet and so that for the purpose of the said limit the issue of loan capital for a consideration other than cash shall be deemed to constitute the raising of money as aforesaid, but no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit has been observed.
- 107.3 A report or certificate of the Auditors as to the amount of moneys borrowed falling to be taken into account for the purposes of this Article 107 or to the effect that the limit imposed by this Article 107 has not been or will not be exceeded at any particular time or times or as a result of any particular transaction or transactions shall be conclusive evidence of the amount or of that fact..
- 107.4 No debt incurred or security given in respect of money borrowed in excess of the limit imposed by this Article 107 shall be invalid or ineffectual, except in the case of express notice to the lender or recipient of the security at the time when the debt was incurred or security given that the limit had been or would thereby be exceeded, but no lender or other person dealing with the Company shall be concerned to see or enquire whether such limit is observed.

108 Investment of moneys

- 108.1 The Board shall not invest in any one series or class of debentures, debenture stocks, bonds, funds, loans, securities or obligations of any government, country, state, dominion or province, or of any municipality, public, municipal, local or other authority, or in any one series or class of the

debentures, debenture stocks, bonds, shares or other securities of any company, any sum which at the current market value at the time of such investment would make the amount invested in such class or series exceed ten per cent. of the value of the Company's investment portfolio as shown by the latest valuation made by the Board provided that (a) securities or shares, the whole of which rank on equality as to the security or rights given or conferred shall be deemed one class although issued at different times, and provided further that the above restrictions shall not apply when the excess of investment results from amalgamation with or purchase of the assets and undertaking of another company; (b) the restrictions imposed by this Article shall not extend or apply to any investment of the Company's funds in the public stocks, funds, securities or obligations of the United Kingdom or of the British Government or of the Governments of any member of the British Commonwealth or of the United States of America or in the share or loan capital of any company which carries on the business of holding investments and which is or would in consequence of such investment become, a subsidiary of the Company. The Board shall exercise all voting and other rights or powers of control exercisable by the Company in relation to any such subsidiary with the object of securing that the same restrictions as are by this Article imposed on the investment of the funds of the Company are imposed on the investment of the funds of the subsidiary.

108.2 Any investments of the Company may, at the discretion of the Board, be or remain registered or inscribed in any name or names other than that of the Company.

108.3 All debentures, bonds, certificates and other documents of title in respect of the investments and other property of the Company shall be deposited in its name with its bankers in London or wherever the Board shall think it expedient or convenient, the same or any of them may be deposited in the name of the Company or in any name or names under Article 108.2 with any bankers, company or firm in the United Kingdom or abroad, and the Board may make such regulations as it may from time to time think expedient as to such deposit and for the examination or other verification by inspection or otherwise of such debentures, bonds, certificates and documents or for the withdrawal thereof or access thereto or removal of coupons due or becoming due for payment.

PROCEEDINGS OF DIRECTORS AND COMMITTEES

109 Board meetings

Subject to the provisions of these Articles, the Board may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

110 Notice of Board meetings

One Director may, and the Secretary at the request of a Director shall, summon a Board meeting at any time. Notice of a Board meeting shall be deemed to be properly given to a Director if it is given to him or her personally or by word of mouth or given in hard copy form or in electronic form to him or her at such address as he or she may from time to time specify for this purpose (or, if he or she does not specify an address, at his or her last known address). A Director may waive the requirement that notice be given to him or her of any Board meeting, either prospectively or retrospectively. A Director who does not supply the Company with the information necessary to ensure that he or she receives notice of a meeting before it takes place is deemed to have waived his or her entitlement to notice of such meeting.

111 Quorum

The quorum necessary for the transaction of business may be determined by the Board and, until otherwise determined, shall be three persons, each being a Director or an alternate Director. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Subject to these Articles, any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director and be counted in the quorum until the

termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

112 Chairman of Board

The Board may appoint one or more of its body as Chairman or Joint Chairman and one or more of its body as Deputy Chairman of its meetings and may determine the period for which he or she is or they are to hold office and may at any time remove him or her or them from office. If no such Chairman or Deputy Chairman is elected, or if at any meeting neither a Chairman nor a Deputy Chairman is present within five minutes of the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of the meeting. In the event there are two or more Joint Chairmen or, in the absence of a Chairman, two or more Deputy Chairmen present, the Joint Chairman or Deputy Chairman to act as Chairman of the meeting shall be decided by those Directors present. Any Chairman or Deputy Chairman may also hold executive office under or employment with the Company.

113 Voting and the Chairman's casting vote

Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the Chairman of that meeting shall have a second or casting vote unless he or she is not entitled to vote on the resolution in question.

114 Electronic participation in meetings

- 114.1 Any Director or his or her alternate may validly participate in a meeting of the Board or a committee of the Board by means of conference telephone, video conferencing or any other form of communications equipment (provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting), or by a series of telephone calls from the Chairman of the meeting or by exchange of communication in electronic form addressed to the Chairman of the meeting.
- 114.2 A person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting is.
- 114.3 A resolution passed at any meeting held in the above manner, and authenticated by the Chairman of the meeting or the Secretary, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

115 Resolution in writing

- 115.1 A resolution in writing authenticated by all the Directors for the time being entitled to receive notice of a meeting of the Board (or all the members of a committee of the Board for the time being entitled to receive notice of such committee meeting), and who would be entitled to vote on the resolution at a meeting of the Board (or committee, as the case may be), and who together meet the quorum requirement for a meeting of the Board (or committee, as the case may be), shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the Board (or committee, as the case may be). A resolution is adopted when all such Directors have authenticated one or more copies of it or have otherwise indicated their agreement to it in writing (which shall include e-mails or other electronic communications).
- 115.2 Such a resolution:
- (a) may consist of several documents in the same form each authenticated by one or more of the Directors or members of the relevant committee;

- (b) need not be authenticated by an alternate Director if it is authenticated by the Director who appointed him or her; and
- (c) if authenticated by an alternate Director, need not also be authenticated by his or her appointor.

116 Minutes of proceedings

- 116.1 The Board shall cause minutes to be made in books kept for the purpose of recording:
- (a) all appointments of officers and committees made by the Board; and
 - (b) the names of Directors present at every meeting of the Board, of a committee of the Board, of the Company or of the holders of any class of shares or debentures of the Company, and all orders, resolutions and proceedings of such meetings.
- 116.2 Any such minutes, if purporting to be authenticated by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting or the Secretary, shall be prima facie evidence of the matters stated in such minutes without any further proof.
- 116.3 The Board shall cause records to be made in books kept for the purpose of all Directors' written resolutions.
- 116.4 Any such minutes and written resolutions shall be retained for at least 10 years from the date of the appointment or meeting or written resolution, as the case may be, and shall be kept available for inspection in accordance with the Companies Acts³⁷.

117 Validity of proceedings

All acts done by a meeting of the Board, or of a committee of the Board, or by any person acting as a Director, alternate Director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that such person was disqualified from holding office or had ceased to hold office or were or was not entitled to vote on the matter in question, be as valid as if such person had been duly appointed, and was duly qualified and had continued to be a Director, alternate Director or member of a committee and entitled to vote.

DIRECTORS' INTERESTS

118 Power of the Board to authorise conflicts of interest

- 118.1 The Board may authorise any matter (as defined in Article 118.2) proposed to it in accordance with these Articles which would, if not so authorised, involve a breach by a Director of his or her duty to avoid conflicts of interest under the Companies Acts.³⁸
- 118.2 A **matter** means any matter which relates to a situation (a **relevant situation**) in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (including the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest).
- 118.3 The provisions of Article 118.1 do not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.
- 118.4 A Director seeking authorisation in respect of a matter which relates to a relevant situation must tell the other Directors of the nature and extent of his or her interest in the matter as soon as

³⁷ Section 248 CA 2006.

³⁸ Section 175 CA 2006.

possible. The Director must provide sufficient details of the matter to enable the other Directors to decide how to address the relevant situation together with any additional information which they may request.

- 118.5 Any such authorisation will be effective only if:
- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and
 - (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 118.6 Where authorisation is given under Article 118.1:
- (a) the Board may (whether at the time of the giving of the authorisation or subsequently) make such authorisation subject to any limits or conditions it expressly imposes but otherwise it shall be given to the fullest extent permitted; and
 - (b) the Board may vary or terminate such authorisation at any time.
- 118.7 Subject to Article 118.8, a Director shall be under no duty to the Company with respect to any information which he or she obtains or has obtained otherwise than as a Director of the Company and in respect of which he or she has a duty of confidentiality to another person. In particular, the Director shall not be in breach of the general duties he or she owes to the Company under the Companies Acts³⁹ or otherwise because he or she fails:
- (a) to disclose any such information to the Board or to any Director or other officer or employee of the Company; and/or
 - (b) to use or apply any such information in performing his or her duties as a Director of the Company.
- 118.8 To the extent that the relationship between a Director and a person to whom he or she owes a duty of confidentiality gives rise to a conflict of interest or possible conflict of interest, Article 118.7 applies only if the existence of that relationship has been authorised by the Board pursuant to this Article or if Article 119 applies to the relationship.
- 118.9 Where the existence of a Director's relationship with another person is authorised by the Board pursuant to this Article (and subject to any limits or conditions imposed pursuant to Article 118.6(a)) or Article 119 applies to the relationship and his or her relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Director shall not be in breach of the general duties he or she owes to the Company under the Companies Acts⁴⁰ or otherwise because he or she:
- (a) absents himself or herself from meetings of the Board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
 - (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser on behalf of that Director; and/or
 - (c) behaves in any other way authorised by any guidance which may from time to time be issued by the Board,

³⁹ Sections 171 - 177 CA 2006.

⁴⁰ Sections 171 - 177 CA 2006.

for so long as he or she reasonably believes such conflict of interest or possible conflict of interest subsists.

- 118.10 The provisions of Articles 118.7, 118.8 and 118.9 are without prejudice to any equitable principle or rule of law which may excuse the Director from:
- (a) disclosing information in circumstances where disclosure would otherwise be required under these Articles; or
 - (b) attending meetings or discussions or receiving documents and information as referred to in Article 118.9(a) or 118.9(b), in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles.

119 Interests not requiring Board authorisation

- 119.1 Provided that Article 119.2 is complied with, a Director, notwithstanding his or her office:
- (a) may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may hold any other office or place of profit under the Company (except that of Auditor or of auditor of a subsidiary of the Company) in conjunction with the office of Director and may act by himself or herself or through his or her firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the Board may arrange, either in addition to or in lieu of any remuneration provided for by any other Article;
 - (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any company promoted by the Company or in which the Company is otherwise interested or as regards which the Company has any powers of appointment; and
 - (d) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction or arrangement or from any interest in any body corporate, no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his or her duty under the Companies Acts⁴¹ or under the law not to accept benefits from third parties.
- 119.2 Subject to Articles 119.3 and 119.4, a Director shall declare the nature and extent of any interest permitted under this Article at a meeting of the Directors, or, in the case of a transaction or arrangement with the Company, in the manner set out in the Companies Acts.⁴²
- 119.3 A Director need not declare an interest in the case of a transaction or arrangement with the Company:
- (a) if, or to the extent that, the other Directors are already aware of the interest (and for this purpose the other Directors will be treated as aware of anything of which they ought reasonably to be aware); or
 - (b) if, or to the extent that, it concerns the terms of his or her service contract (as defined in section 227 CA 2006) that have been or are to be considered by a meeting of the Directors or by a committee of the Directors appointed for the purpose under these Articles.

⁴¹ Section 176 CA 2006.

⁴² Sections 184/185 CA 2006.

119.4 A Director shall be deemed to have disclosed the nature and extent of an interest which consists of him or her being a director, officer or employee of any body corporate in which the Company is interested.

120 Interested Director not to vote or count for quorum

120.1 A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board or of a committee of the Board concerning any transaction or arrangement in which he or she has an interest which is to his or her knowledge a material interest and, if he or she purports to do so, his or her vote shall not be counted, but this prohibition shall not apply if Article 120.2 applies.

120.2 Provided that the matter has been authorised pursuant to Article 118 or comes within Article 119, the Director may vote (and be counted in the quorum) in respect of any resolution concerning one of more of the following matters:

- (a) any transaction or arrangement in which he or she is interested by means of an interest in shares, debentures or other securities or otherwise in or through the Company;
- (b) the giving of any guarantee, security or indemnity in respect of money lent to, or obligations incurred by him or her or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;
- (c) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself or she herself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (d) the giving of any other indemnity where all other Directors are also being offered indemnities on substantially the same terms;
- (e) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he or she is, or may be, entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- (f) any proposal concerning any other body corporate in which he or she does not to his or her knowledge have an interest (as the term is used in Part 22 CA 2006) in one per cent or more of the issued equity share capital of any class of such body corporate (calculated exclusive of any shares of that class in that company held as treasury shares) nor to his or her knowledge hold one per cent or more of the voting rights which he or she holds as shareholder or through his or her direct or indirect holding of financial instruments (within the meaning of the Disclosure Guidance and Transparency Rules) in such body corporate;
- (g) any proposal relating to an arrangement for the benefit of the employees and Directors or former employees and former directors of the Company or any of its subsidiary undertakings, which does not award him or her any privilege or benefit not generally awarded to the employees to whom such arrangement relates;
- (h) any proposal concerning insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons who include Directors;
- (i) any proposal concerning the funding of expenditure for the purposes referred to in Article 157.2 (*Indemnity*) or doing anything to enable such Director or Directors to avoid incurring such expenditure where all other Directors have been given or are being offered substantially the same arrangements; or
- (j) any transaction or arrangement in respect of which his or her interest, or the interest of Directors generally, has been authorised by ordinary resolution.

121 Director's interest in own appointment

- 121.1 A Director shall not vote or be counted in the quorum on any resolution of the Board or committee of the Board concerning his or her own appointment (including fixing or varying the terms of his or her appointment or its termination) as the holder of any office or place of profit with the Company or any company in which the Company is interested. Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with the Company or any company in which the Company is interested, such proposals may be divided and a separate resolution considered in relation to each Director. In such case each of the Directors concerned (if not otherwise debarred from voting under these Articles) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his or her own appointment.
- 121.2 Subject to these Articles, the Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the Directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a Director may vote on and be counted in the quorum in relation to any of these matters.

122 Chairman's ruling conclusive on Director's interest

If any question arises at any meeting as to the materiality of a Director's interest (other than the Chairman's interest) or the entitlement of any Director (other than the Chairman) to vote or be counted in a quorum for the purposes of Article 120, and such question is not resolved by his or her voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the Chairman of the meeting. The Chairman's ruling in relation to the Director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned (so far as it is known to him or her) has not been fairly disclosed to the Board.

123 Directors' resolution conclusive on Chairman's interest

If any question arises at any meeting as to the materiality of the Chairman's interest or the entitlement of the Chairman to vote or be counted in a quorum for the purposes of Article 120, and such question is not resolved by his or her voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the Directors or committee members present at the meeting (excluding the Chairman), whose majority vote shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman (so far as it is known to him or her) has not been fairly disclosed to the Board.

124 Relaxation of provisions

Subject to the provisions of the Companies Acts⁴³, the Company may by ordinary resolution suspend or relax the provisions of Articles 118-123 either generally or in respect of any particular matter, or ratify any transaction not duly authorised by reason of a contravention of these Articles.

125 Definitions

For the purpose only of Articles 118-125:

a **conflict of interest** includes a conflict of interest and duty and a conflict of duties⁴⁴

⁴³ Sections 180, 232 and 239 CA 2006.

⁴⁴ Sections 175(7) and 176(5) CA 2006.

an **interest** means a direct or an indirect interest⁴⁵ (including an interest of a connected person as defined in the Companies Acts)⁴⁶ and interested shall be construed accordingly

an **interest, transaction or arrangement of which a Director is aware** includes an interest, transaction or arrangement of which that Director ought reasonably to be aware⁴⁷

a **transaction or arrangement** includes a proposed transaction or arrangement.

AUTHENTICATION OF DOCUMENTS

126 Power to authenticate documents

Any Director, 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 resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having their custody shall be deemed to be a person appointed by the Board for this purpose (except as otherwise determined by the Board). A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

SEALS

127 Safe custody

The Board shall provide for the safe custody of the Seal and of any other seal of the Company.

128 Application of Seal

The Seal shall be used only by the authority of a resolution of the Board or of a committee of the Board authorised by the Board to give such authority. Affixing the Seal to an instrument shall include impressing the Seal by mechanical means, or printing the Seal or a facsimile of it, on the instrument and applying the Seal or a facsimile of it by any other means to the instrument. The Board may determine whether any instrument to which the Seal is affixed shall be signed and, if it is to be signed, who shall sign it and by what means. The Board may also determine, either generally or in a particular case, that a signature may be dispensed with or affixed by mechanical or other means. Unless otherwise so determined:

- (a) share certificates and, subject to the provisions of any instrument constituting the same, certificates issued under the Seal in respect of any debentures or other securities need not be signed and any signature may be affixed to or printed on any such certificate by any means approved by the Board; and
- (b) every other instrument to which the Seal is affixed shall be signed by one Director and by the Secretary or by two Directors or by one authorised person in the presence of a witness who attests his or her signature or by any person authorised by the Board or a committee of the Board for the purpose of signing instruments to which the Seal is affixed in the presence of a witness who attests his or her signature (and, if the Secretary is a limited company, such company may nominate any person to act on its behalf). For the purposes

⁴⁵ Sections 175(1), 177(1) and 182(1) CA 2006. "indirect" is undefined but, as well as interests of a connected person, would include any interest (as member, officer or employee or otherwise) in another company.

⁴⁶ Sections 252-256 CA 2006.

⁴⁷ Sections 177(5), 177(6)(b), 182(5) and 182(6)(b) CA 2006.

of this Article 128, an authorised person is any Director, or the Secretary, or any person authorised by the Board for the purpose of signing instruments to which the Seal is affixed.

129 Execution as a deed without sealing

Any instrument signed by one Director and the Secretary, by two Directors or by one Director in the presence of a witness who attests his or her signature and, in any such case, expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument which makes it clear on its face that it is intended to have effect as a deed shall be so signed without the authority of the Board or of a committee or other person authorised by the Board (either generally or specifically) in that behalf.

THE SECRETARY

130 The Secretary

- 130.1 Subject to the provisions of the Companies Acts⁴⁸, the Board shall appoint a Secretary or Joint Secretaries and shall have power to appoint one or more persons to be an Assistant or Deputy Secretary at such remuneration and on such terms and conditions as it thinks fit and any such person so appointed may be removed by the Board.
- 130.2 Any provision of the Companies Acts or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- 130.3 If Joint Secretaries are appointed, any provision of the Companies Acts or of these Articles requiring or authorising a thing to be done by the Secretary shall be satisfied if done by one of the Joint Secretaries.
- 130.4 A signature or attestation or certification of or on any document by an Assistant or Deputy Secretary in that capacity shall, in favour of any person dealing with the Company on the faith thereof, be as effective as if it were the signature or attestation or certification of or on such document by the Secretary or Joint Secretary.

DIVIDENDS AND OTHER PAYMENTS

131 Declaration of dividends

Subject to the provisions of the Companies Acts⁴⁹ and of these Articles, the Company may by ordinary resolution declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board.

132 Interim dividends

- 132.1 Subject to the provisions of the Companies Acts⁵⁰ and to Article 132.2 below, the Board may pay such interim dividends (including any dividend payable at a fixed rate) as appears to the Board to be justified by the profits of the Company available for distribution and such interim dividends shall not constitute a debt due from the Company until the date of payment, as determined by the Board.
- 132.2 Subject to the provisions of the Companies Acts, the Board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appears to the Board to be justified by the profits of the Company available for distribution. In making any such declaration the Board may, in its absolute discretion, resolve that such interim dividend shall constitute a debt due from

⁴⁸ Sections 12 and 271-279 CA 2006.

⁴⁹ Section 829-853 CA 2006.

⁵⁰ Section 829-853 CA 2006.

the Company and shall be payable on a date specified by the Board. In the absence of a resolution from the Board as to when such interim dividend shall constitute a debt due from the Company, it shall not constitute a debt due from the Company until payment.

- 132.3 If at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends on shares which rank after shares conferring preferential rights with regard to dividend as well as on shares conferring preferential rights, unless at the time of payment any preferential dividend is in arrears. Provided that the Board acts in good faith, it shall not incur any liability to the holders of shares conferring preferential rights for any loss that they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferential rights.

133 Entitlement to dividends and retention of dividends

- 133.1 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid but no amount paid up on a share in advance of the date on which a call is payable shall be treated for the purposes of this Article as paid up on the share. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, it shall rank for dividend accordingly.
- 133.2 The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the moneys payable to the Company in respect of that share.
- 133.3 The Board may retain the dividends payable upon shares in respect of which any person is under the provisions of these Articles as to the transmission of shares entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

134 Calls or debts may be deducted from dividends

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

135 Distribution in specie

- 135.1 The Board may, with the authority of an ordinary resolution of the Company, direct that payment of all or part of any dividend or other distribution payable in respect of a share may be satisfied wholly or partly by the distribution of assets, and in particular of paid up shares or debentures of any other company, or by procuring the receipt by shareholders of specific assets, or in any one or more of such ways. Where any difficulty arises in regard to such distribution, the Board may settle it as it thinks fit. In particular, the Board may:
- (a) issue fractional certificates (or ignore fractions);
 - (b) fix the value for distribution of such assets or any part thereof and determine that cash payments may be made to any members on the footing of the value so fixed, in order to adjust the rights of members; and
 - (c) vest any such assets in trustees on trust for the persons entitled to the dividend.
- 135.2 If the shares in respect of which such a non-cash distribution is paid are uncertificated, any shares in the Company which are issued as a non-cash distribution in respect of them must be uncertificated.

136 Dividends not to bear interest

Unless otherwise provided by the rights attached to the share or the provisions of another agreement between the holder of that share and the Company, no dividend or other money payable by the Company on or in respect of a share shall bear interest as against the Company.

137 Payment of dividends and other distributions

137.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it may, subject to Article 137.2, be paid by such method as the Board, in its absolute discretion, shall determine and without limiting any other method of payment which the Company may adopt, the Board may determine that a payment can be made wholly or partly by one or more of the following means:

- (a) transfer to a bank or building society account (of a type approved by the Board) specified by the distribution recipient either in writing or as the Board may otherwise decide;
- (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the Board may otherwise decide;
- (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the Board may otherwise decide;
- (d) by means of a relevant system in respect of shares in uncertificated form in such manner as may be consistent with the facilities and requirements of the relevant system or as the Board may otherwise decide; or
- (e) by any electronic or other means as the Board may decide, to an account, or in accordance with the details, specified by the distribution recipient either in writing or as the Board may otherwise decide.

137.2 In respect of the payment of any dividend or other sum which is a distribution, the Board may decide, and notify distribution recipients, that:

- (a) one or more means of payment, including one or more of the means described in Article 137.1, will be used for payment and a distribution recipient may elect to receive the payment by one of the means so notified in the manner prescribed by the Board;
- (b) one or more of such means will be used for the payment unless a distribution recipient elects otherwise in the manner prescribed by the Board; or
- (c) one or more of such means will be used for the payment and that distribution recipients will not be able to elect otherwise.

The Board may for this purpose decide that different methods of payment may apply to different distribution recipients or groups of distribution recipients.

137.3 Payment of any dividend or other sum which is a distribution is made at the risk of the distribution recipient. The Company is not responsible for a payment which is lost or delayed. Payment, in accordance with these Articles, of any cheque by the bank upon which it is drawn, or the transfer of funds by any means, or (in respect of shares in uncertificated form) the making of payment by means of a relevant system, shall be a good discharge to the Company.

137.4 In the event that:

- (a) a distribution recipient does not specify an address, or does not specify an account of a type prescribed by the Board, or other details necessary in order to make a payment of a dividend or other distribution by the means by which the Board have decided in accordance with this Article that a payment is to be made, or by which the distribution recipient has elected to receive payment, and such address or details are necessary in order for the Company to make the relevant payment in accordance with such decision or election; or
- (b) if payment cannot be made by the Company using the details provided by the distribution recipient,

then the dividend or other distribution shall be treated as unclaimed for the purposes of these Articles.

137.5 The Board may, at its discretion, make provisions to enable a Depositary and/or any member as the Board shall from time to time determine to receive any duly declared dividend in a currency other than sterling. For the purposes of the calculation of the amount receivable in respect of any dividend, the rate of exchange to be used to determine the foreign currency equivalent of the amount of the dividend shall be such rate, and the payment thereof shall be on such terms and conditions, as the Board may in its absolute discretion determine.

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

138 Uncashed dividends

If cheques, warrants or orders for dividends or other sums payable in respect of a share sent by the Company to the person entitled thereto through the post or through another method of payment (including bank transfers or other electronic means) are returned to the Company or left uncashed during the period for which they are valid or payments by any other method have failed (including where such payments have been rejected or refunded) on two consecutive occasions or, following one occasion, reasonable enquiries have failed to establish any new address or account to be used for the purpose, the Company shall not be obliged to send any dividends or other money payable in respect of that share due to that person until he or she notifies the Company of an address or account to be used for the purpose.

139 Unclaimed dividends and other distributions

139.1 All dividends or other sums which are:

- (a) payable in respect of shares, and
- (b) unclaimed after having been declared or become payable ,

may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

139.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

139.3 If:

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment in respect of a share (other than in respect of a share sold pursuant to Article 33), and

(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

139.4 If the Company sells a share under Article 33 and two years have passed from the date of the sale, any dividend or other sum payable in respect of the share outstanding at the time of the sale shall be forfeited and the Company shall not be obliged to account to, or be liable in any respect to the recipient or person who would have been entitled to the amount.

140 Waiver of dividends and distributions

140.1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if:

(a) the share has more than one holder, or

(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise by operation of law,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

141 Payment of scrip dividends

141.1 The Board may, with the prior authority of an ordinary resolution of the Company and subject to the provisions set out in this Article 141 and to such terms and conditions as the Board may determine, offer to any holders of shares (excluding any member holding shares as treasury shares) the right to elect to receive shares, instead of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution. The Board may, in its absolute discretion, determine that the shares to be received shall be satisfied by the issue of new shares, credited as fully paid, and/or the sale of treasury shares, fully paid.

141.2 The resolution may specify a particular dividend (whether or not already declared), or may specify all or any dividends declared within one or more specified periods provided that any period so specified shall not end later than the third anniversary of the date of the meeting at which the said resolution is passed.

141.3 Subject as provided in this Article 141.3, the entitlement of each holder of shares to new shares and/or treasury shares shall be such that the relevant value of the entitlement shall be as nearly as possible equal to (but not greater than) the cash amount (disregarding any tax credit) of the dividend to which such holder is entitled. For this purpose "relevant value" shall be calculated by reference to the average of the middle market quotations for the shares on the London Stock Exchange, as derived from the Daily Official List, for the day on which the shares are first quoted "ex" the relevant dividend and the four subsequent dealing days, or in such other manner as the Board may determine on such basis as it considers to be fair and reasonable. A certificate or report by the Auditors as to the amount of the relevant value in respect of any dividend shall be conclusive evidence of that amount. The relevant value of the entitlement of a holder of shares to new shares and/or treasury shares may be greater than the cash amount (disregarding any tax credit) provided that before such an "enhanced" scrip dividend is offered it has been approved in advance by a special resolution of the Company.

141.4 No fractions of a new share shall be allotted and no fractions of a treasury share shall be sold. The Board may make such provisions as it thinks fit for any fractional entitlements, including provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlements are accrued and/or retained, and in each case accumulated, on behalf of any member and such accruals or retentions are applied:

- (a) in the case of the issue of new shares, to the allotment by way of bonus to, or cash subscription on behalf of, such member of fully paid shares and/or provisions whereby cash payments may be made to members in respect of their fractional entitlements;
 - (b) in the case of treasury shares, to the sale to, or sale on behalf of, such member of treasury shares and/or provisions whereby cash payments may be made to members in respect of their fractional entitlements.
- 141.5 The Board shall, after determining the basis of allotment and/or sale, notify the holders of shares in writing of the right of election offered to them, and specify the procedure to be followed and place at which, and the latest time by which, elections must be lodged in order to be effective save that, in the case of any holder of shares who has previously made, and has not revoked, an earlier election to receive shares in lieu of all future dividends, the Board shall instead send him or her a reminder that such election has been made, indicating how that election may be revoked in time for the next dividend proposed to be paid.
- 141.6 The Board may exclude from any offer any holders of shares or any shares held by a Depository where the Board considers that the making of the offer to them or in respect of such shares would or might involve the contravention of the laws of or the requirements of any regulatory body or stock exchange or other authority in any territory or that for any other reason the offer should not be made to them or in respect of such shares.
- 141.7 The dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable in cash on shares in respect of which an election has been duly made (the **electd shares**) and instead, as determined by the Board in its absolute discretion, additional new shares shall be allotted to the holders of elected shares on the basis of allotment determined as aforesaid and/or treasury shares shall be sold and transferred to the holders of elected shares on the basis of the entitlement determined as aforesaid. In relation to new shares, the Board may capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including any share premium account or capital redemption reserve) or to the credit of the profit and loss account 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 new shares to be allotted on that basis and apply it in paying up in full the appropriate number of new shares for allotment and distribution to the holders of the elected shares on that basis. A Board resolution capitalising any part of such reserve or fund or profits shall have the same effect as if such capitalisation had been declared by ordinary resolution of the Company in accordance with Article 144 (*Capitalisation of reserves*) and in relation to any such capitalisation the Board may exercise all the powers conferred on the Board by Article 144 without need of such ordinary resolution. In relation to treasury shares, the consideration for the transfer and sale of such shares shall be the release of the Company's liability to pay the cash dividend in respect of which a right of election has been offered on the elected shares.
- 141.8 The additional new shares so allotted and/or treasury shares sold and transferred shall rank pari passu in all respects with each other and with the other fully paid shares in issue on the record date for the dividend in respect of which the right of election has been offered, except that they will not rank for any dividend or other distribution or other entitlement which has been declared, paid or made by reference to such record date.
- 141.9 In relation to any particular proposed dividend, the Board may in its absolute discretion determine:
 - (a) that holders of shares shall not be entitled to make any election in respect thereof and that any election previously made shall not extend to such dividend; or
 - (b) at any time prior to the allotment of the new shares which would otherwise be allotted in lieu thereof or at any time prior to the sale and transfer of the treasury shares which would otherwise be sold and transferred in lieu thereof, that all elections to take shares in lieu of such dividend shall be treated as not applying to that dividend, and if so the dividend shall be paid in cash as if no elections had been made in respect of it.

- 141.10 Unless the Board otherwise determines, or unless the Regulations otherwise require, the shares which a holder of shares has elected to receive instead of cash in respect of the whole (or some part) of the specified dividend declared or paid in respect of that holder's elected shares, whether by the allotment of new shares or the sale and transfer of treasury shares, shall be in uncertificated form (in respect of the holder's elected shares which were in uncertificated form on the date of the holder's election) and in certificated form (in respect of the holder's elected shares which were in certificated form on the date of the holder's election).
- 141.11 The Board may do all acts or things it considers necessary or expedient to give effect to the allotment and issue of new shares or the sale and transfer of treasury shares pursuant to this Article and otherwise in connection with any offer made pursuant to this Article and may authorise any person, acting on behalf of the holders concerned, to enter into an agreement with the Company providing for such allotment, issue, sale or transfer and such other and incidental matters as the Board may in its absolute discretion determine including, in the case of the sale and transfer of treasury shares, the release of the Company's liability to pay the cash dividend in respect of which a right of election has been offered on the elected shares. Any agreement made under such authority shall be effective and binding on all concerned.
- 141.12 The Board may on any occasion determine that rights of election shall not be made available to any holders of shares with registered addresses in any territory where the Board has not been assured to its satisfaction that, in the absence of a registration statement or other special formalities, the circulation of an offer of rights of election would be lawful, or where the directors consider that circulation would be impractical in view of legal, regulatory or practical problems applicable in any such territory, and in such event the provisions in this Article shall be read and construed subject to such determination.
- 141.13 The Board may terminate, suspend or amend any offer of the right to elect to receive shares (whether new shares or treasury shares) in lieu of any cash dividend at any time and generally may implement any scrip dividend scheme on such terms and conditions as the Board may from time to time determine and take such other action as the Board may deem necessary or desirable from time to time in respect of any such scheme.
- 141.14 The Board may establish or vary from time to time a procedure for election mandates in respect of future rights of election, including, for the avoidance of doubt, election by means of a relevant system, and may determine that every duly effected election in respect of any shares shall be binding on every successor in title to the holder thereof until the election mandate is revoked following that procedure.

142 Reserves

The Board may, before recommending any dividend (whether preferential or otherwise), carry to reserve out of the profits of the Company such sums as it thinks fit. All sums standing to reserve may be applied from time to time, at the absolute discretion of the Board, for any purpose to which the profits of the Company may properly be applied and pending such application may, at the Board's discretion, either be employed in the business of the Company or be invested in such investments as the Board thinks fit. The Board may divide the reserve into such special funds as it thinks fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as it thinks fit. Any sum which the Board may carry to reserve out of the unrealised profits of the Company shall not be mixed with any reserve to which profits available for distribution have been carried. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to distribute.

143 Capital reserve

The Board shall establish a reserve to be called the capital reserve. All surpluses arising from the realisation or revaluation of investments and all other monies realised on or derived from the realisation, payment off of or other dealing with any capital asset in excess of the book value thereof and all other monies which are considered by the Board to be in the nature of accretion to capital shall be credited to the capital reserve. Any loss realised on the realisation or payment off of or other dealing with any investments or other capital assets and, subject to the Companies

Acts, any expenses, loss or liability (or provision therefor) which the Board considers to relate to a capital item or which the Board otherwise considers appropriate to be debited to the capital reserve shall be carried to the debit of the capital reserve. All sums carried and standing to the credit of the capital reserve may be applied for any of the purposes to which sums standing to any revenue reserve are applicable.

144 Capitalisation of reserves

The Board may, with the authority of an ordinary resolution of the Company:

- 144.1 subject as provided in this Article, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company which is available for distribution or standing to the credit of share premium account or capital redemption reserve or other undistributable reserve;
- 144.2 appropriate the sum resolved to be capitalised to the holders of shares in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full new shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those holders of shares or as they may direct, in those proportions, or partly in one way and partly in the other, provided that:
- (a) the share premium account, the capital redemption reserve, any other undistributable reserve and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up new shares to be allotted to holders of shares credited as fully paid; and
 - (b) where the amount capitalised is applied in paying up in full new shares, the Company will also be entitled to participate in the relevant distribution in relation to any shares held by it as treasury shares and the proportionate entitlement of the members to the distribution will be calculated accordingly;
- 144.3 resolve that any shares so allotted to any member in respect of a holding by him or her 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 dividends;
- 144.4 make such provision by the issue of fractional certificates (or by ignoring fractions or by accruing the benefit thereof to the Company rather than to the holders of the shares concerned) or by payment in cash or otherwise as it thinks fit in the case of shares or debentures becoming distributable in fractions;
- 144.5 authorise any person to enter into, on behalf of all the holders of the shares concerned, an agreement with the Company providing for either:
- (a) the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled on such capitalisation; or
 - (b) the payment up by the Company on behalf of such holders by the application thereto of their respective proportions of the reserves or profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares,
- in which event any agreement made under such authority shall be effective and binding on all such holders; and
- 144.6 generally do all acts and things required to give effect to such resolution.

145 Record dates

- 145.1 Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares and subject always to the Regulations⁵¹, the Company or the Board may by resolution specify any date (the **record date**) as the date at the close of business (or such other time as the Board may determine) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular and such record date may be on or at any time before the date on which the same is paid, made, given or served or (in the case of any dividend, distribution, interest, allotment or issue) at any time after the same is recommended, resolved, declared or announced but without prejudice to the rights of transferors and transferees of any such shares or other securities in respect of the same. No change in the register of such holders after the record date shall invalidate the same.
- 145.2 For the purposes of determining which persons are entitled to attend or vote at a general meeting and how many votes such person may cast, the Company shall specify in the notice convening the meeting a time, being not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register in order to have the right to attend or vote at the meeting.
- 145.3 When calculating the 48 hour period mentioned in this Article, no account shall be taken of any part of a day that is not a working day.

ACCOUNTS AND VALUATIONS

146 Inspection of records

No member (other than a Director) shall have any right to inspect any accounting record or other document of the Company unless he or she is authorised to do so by statute, by order of the court, by the Board or by ordinary resolution of the Company.

147 Accounts to be sent to members

Except as provided in Article 148, a copy of the Company's Annual Accounts and Reports shall, not later than the date on which the Company gives notice of the annual general meeting before which they are to be laid, be delivered or sent to every member and holder of debentures of the Company and to the Auditors and to every other person who is entitled to receive notice of general meetings. However, this Article shall not require a copy of those documents to be sent to any person who under the provisions of these Articles is not entitled to receive notices from the Company or for whom the Company does not have a current address or to more than one of the joint holders of any shares or debentures.

148 Strategic report with supplementary material

The Company may, in accordance with the Companies Acts⁵² and any regulations made under them, send a copy of the strategic report together with the supplementary material described in the Companies Acts to any member instead of or in addition to the documents referred to in Article 147. Where it does so, the strategic report and supplementary material shall be delivered or sent to the member, or made available on a website in accordance with the Companies Acts,⁵³ not later than the date on which the Company gives notice of the annual general meeting before which those documents are to be laid.

⁵¹ Regulation 41 (as amended).

⁵² Section 426 CA 2006.

⁵³ Part 4 of Schedule 5 CA 2006.

149 Accounting principles and standards

The Directors may elect to prepare the annual report and accounts in accordance with generally accepted accounting principles in the United Kingdom or such other international accounting standards as may be permitted under the laws of England and Wales for the time being.

150 Valuations

- 150.1 Without prejudice to any other provisions of these Articles, a valuation of the Company's assets shall be performed in accordance with prevailing accounting standards or in such other appropriate manner as the Board may determine.
- 150.2 A valuation of the Company's assets and the net asset value per share shall be calculated at least annually and disclosed to members from time to time in such manner as may be determined by the Board.

NOTICES

151 Service of notices etc

- 151.1 Notwithstanding anything to the contrary in these Articles, any notice, document or information to be given, sent, issued, deposited, served, delivered or lodged (or the equivalent where it is sent in electronic form) to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and any such notice or document shall be deemed given, sent, issued, deposited, served, delivered or lodged (or the equivalent where it is sent in electronic form) when it is given, sent, issued, deposited, served, delivered or lodged (or the equivalent where it is sent in electronic form) to an address for the time being notified for that purpose to the person giving the notice.
- 151.2 Subject to the Companies Acts⁵⁴, any notice, document or information is validly sent or supplied by the Company if it is made available on a website.
- 151.3 Any notice, document (including a share certificate) or information may be supplied by the Company to a member either personally (that is, by any person, including a courier or process server, handing it to the member or leaving it at the member's registered address in the United Kingdom) or by sending it by post or other delivery service in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by any other means authorised in writing by the member concerned or, subject to and in accordance with the Companies Acts⁵⁵, by sending it in electronic form to an address for the time being notified to the Company by the member or by making it available on a website. In the case of a member registered on an overseas branch register any such notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained.
- 151.4 Where a member (or, in the case of joint holders, the person first named in the Register) has a registered address outside the United Kingdom but has notified the Company of an address within the United Kingdom at which notices or other documents may be given to him or her or, subject to and in accordance with the provisions of the Companies Acts⁵⁶, of an address to which notices or documents may be sent in electronic form, he or she shall be entitled to have notices or documents given or sent to him or her at that address, but otherwise no such member shall be entitled to receive any notice or document from the Company.
- 151.5 In the case of joint holders of a share, all notices or documents shall be given to the joint holder whose name stands first in the Register in respect of the joint holding. Notice so given shall be sufficient notice to all the joint holders. For such purposes, a joint holder having no registered address in the United Kingdom and not having notified an address within the United Kingdom for

⁵⁴ Part 4 of Schedule 5 CA 2006.

⁵⁵ Parts 3 and 4 Schedule 5 CA 2006

⁵⁶ Schedule 5 CA 2006.

the service of notices and other documents shall be disregarded. Anything agreed or specified by the first-named joint holder in respect of a joint holding shall be binding on all joint holders.

- 151.6 Where a document or information is sent or supplied to the Company by a person on behalf of another, the Company may require reasonable evidence of the authority of the former to act on behalf of the latter.
- 151.7 Any amendment or revocation of a notification given to the Company under this Article shall only take effect if in writing, authenticated by the member and on actual receipt by the Company thereof.
- 151.8 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.
- 151.9 If on three consecutive occasions the Company has attempted to send notices or other documents (other than documents to which Article 137 (*Payment of dividends and other distributions*) applies) in electronic form to an address for the time being notified to the Company by a member for that purpose and the Company is aware that there has been a failure of delivery of such notice or document, such member shall not thereafter be entitled to receive notices or other documents from the Company until he or she shall have communicated with the Company and supplied in writing a new registered address or address within the United Kingdom for the service of notices or, subject to and in accordance with the provisions of the Companies Acts, an address to which notices may be sent in electronic form.
- 151.10 If on three consecutive occasions notices or other documents (other than any documents to which Article 137 (*Payment of dividends and other distributions*) applies) have been sent through the post to any member at his or her registered address or his address for the service of notices but have been returned undelivered, such member shall not thereafter be entitled to receive notices or other documents from the Company until he or she shall have communicated with the Company and supplied in writing a new registered address or address within the United Kingdom for the service of notices or, subject to and in accordance with the provisions of the Companies Acts⁵⁷, an address to which notices may be sent in electronic form.
- 151.11 Any notification that may be given to the Company pursuant to sections 146-150 CA 2006 shall be in a form prescribed by or approved by the Board.

152 Service of notice in case of death or bankruptcy, etc

The Company may send or supply any notice or document on the person entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law, by sending or delivering it in any manner authorised by these Articles for the giving of a notice or document to a member, addressed to that person by name, or by the title of the representative of the deceased or of the trustee of the bankrupt or representative by operation of law or by any like description, at the address (if any) within the United Kingdom to which notices may be sent by electronic means supplied for the purpose by the person claiming to be so entitled. Until such an address has been so supplied, any notice, document or other communication sent or supplied to any member pursuant to these Articles in any manner in which it might have been sent or supplied if the death, bankruptcy or other event had not occurred shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

153 Evidence of service

- 153.1 Any notice, certificate or other document addressed to a member at his or her registered address or address for service in the United Kingdom shall, if sent by post, be deemed to have been

⁵⁷ Schedule 5 CA 2006.

served or delivered 24 hours after it was put in the post (or, where second class mail is employed, 48 hours after it was put in the post). Proof that an envelope containing the notice or document was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given. Any notice, certificate or other document not sent by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day and at the time on which it was so delivered or left.

- 153.2 Any notice or other document addressed to a member shall, if sent using electronic means, be deemed to have been served or delivered on the day it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was the address supplied for such purpose and that the electronic communication was properly dispatched by the Company, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts, in which case such notice or document shall be sent to the member at his or her registered address or address for service in the United Kingdom pursuant to Article 153.2 within 48 hours of the original electronic communication.
- 153.3 Any notice or other document sent or supplied by means of a website shall be deemed received by the intended recipient when the material was first made available on the website or, if later, when the recipient received, or is deemed to have received, notice of the fact that the material was available on the website.
- 153.4 Any notice or other document sent by a relevant system shall be deemed to have been served or delivered when the Company (or a sponsoring system - participant acting on its behalf) sends the issuer instructions relating to the notice or document.
- 153.5 Any member present, either personally or by proxy, at any general meeting of the Company or at any meeting of the holders of any class of shares in the Company shall for all purposes be deemed to have received due notice of that meeting, and of the purposes for which the meeting was called.

154 Notice binding on transferees

Every person who, by operation of law, transfers or by any other means becomes entitled to a share shall be bound by any notice in respect of that share (other than a notice given by the Company pursuant to Article 32 (*Failure to disclose interests in shares*)) which, before his or her name is entered in the Register, has been duly given to a person from whom he or she derives his title.

155 Suspension of postal services

Subject to the Companies Acts⁵⁸ and to any other provision of these Articles, if at any time by reason of the suspension, interruption or curtailment of postal services or threat thereof within the United Kingdom the Company is or would be unable effectively to convene a general meeting, or a meeting of the holders of any class of shares, by notices sent through the post, notice of a meeting need only be given to members with whom the Company can communicate by electronic means and who have provided the Company with an address for this purpose. The Company must also publish the notice in at least one national newspaper published in the United Kingdom and make it available on its website from the date of such publication until the conclusion of the meeting or any adjournment of the meeting. If it becomes generally possible to send or supply notices by post in hard copy form at least six clear days before the meeting, the Company shall send or supply a copy of the notice by post to those who would otherwise receive it in hard copy form by way of confirmation.

⁵⁸ Section 308 CA 2006.

DESTRUCTION OF DOCUMENTS

156 Destruction of documents

156.1 The Company may destroy:

- (a) any instrument of transfer, after six years from the date on which it is registered;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address, after two years from the date on which it is recorded;
- (c) any share certificate, after one year from the date on which it is cancelled;
- (d) any other document on the basis of which any entry in the Register is made, after six years from the date on which an entry was first made in the Register in respect of it; and
- (e) all paid dividend warrants and cheques, after one year from the date of actual payments;
- (f) all proxy appointments used for the purposes of a poll, after one year from the date of use; and
- (g) all proxy appointments not used for the purposes of a poll, after one month from the end of the meeting to which the proxy appointment relates and at which no poll was demanded,

provided that the Company may destroy any such type of document at a date earlier than that authorised by this Article if a copy of such document is made and retained (whether made electronically, by microfilm, by digital imaging or by any other means) until the expiration of the period applicable to the destruction of the original of such document.

156.2 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 a 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, that every other document so destroyed had been properly dealt with in accordance with its terms and was valid and effective in accordance with the particulars in the records of the Company, provided that:

- (a) this Article 156 shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
- (b) nothing in this Article 156 shall be construed as imposing on the Company any liability in respect of the destruction of any such document otherwise than as provided for in this Article 156 which would not attach to the Company in the absence of this Article 156;
- (c) references in this Article 156 to instruments of transfer include, in relation to uncertificated shares, instructions and/or notifications made in accordance with the relevant system relating to the transfer of such shares; and
- (d) references in this Article 156 to the destruction of any document include references to the disposal of it in any manner or deletion.

INDEMNITY

157 Indemnity

157.1 Subject to the provisions of the Companies Acts⁵⁹, but without prejudice to any indemnity to which he or she may otherwise be entitled, every person who is or was at any time a Director or an

⁵⁹ Sections 232 - 238 CA 2006.

officer of the Company or a director or officer of an associated company (except the Auditors or the auditors of an associated company) shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses, damages and liabilities incurred by him for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the Company or of an associated company, or in connection with the activities of the Company, or of an associated company, as a trustee of an occupational pension scheme (as defined in section 235(6) CA 2006).

- 157.2 Subject to the provisions of the Companies Acts,⁶⁰ the Company may at the discretion of the Board provide any person who is or was at any time a Director or officer of the Company or a director or officer of an associated company (except the Auditors or the auditors of an associated company) with funds to meet expenditure incurred or to be incurred by him or her (or to enable such Director or officer to avoid incurring such expenditure) in defending any criminal or civil proceedings or defending himself or herself in any investigation by, or against action proposed to be taken by, a regulatory authority or in connection with any application for relief under the provisions referred to in section 205(5) CA 2006.

158 Power to insure

Subject to the provisions of the Companies Acts,⁶¹ the Board may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or officer or employee of the Company or of an associated company or of any company in which the Company has an interest whether direct or indirect (excluding the Auditors or the auditors of an associated company or of a company in which the Company has an interest however direct or indirect) or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Company or of any such other company or subsidiary undertaking is or has been interested, indemnifying such person against any liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or omitted to have been done, or alleged to have been done or omitted to have been done, as a Director, officer, employee or trustee.

⁶⁰ Section 205-206 CA 2006.

⁶¹ Section 233 CA 2006.