

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 5 October 1992
and altered by Special Resolutions passed on 1 December 1995,
4 November 1996, 2 November 1999, 1 November 2000, 4 November 2008,
4 November 2009 and 12 November 2015)

of

J D WETHERSPOON plc

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PRELIMINARY

1 Table A

Neither the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 or in any Table A applicable to the company under any former enactment relating to companies nor regulations set out in any statute, statutory instrument or other subordinate legislation made under any statute concerning companies shall apply to the company.

2 Interpretation

2.1 In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the respective meanings set opposite them:-

the 2006 Act: the Companies Act 2006;

Articles: these articles of association as from time to time altered by special resolution;

Auditors: the auditors of the company for the time being;

cash memorandum account: an account so designated by the operator of the relevant system;

clear days: that period, in relation to a period of notice, excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting;

a company: includes any body corporate;

a Conflict Situation: a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;

Director: a director of the company for the time being;

Directors: the directors from time to time of the company or the directors present or deemed to be present at a duly convened meeting of the directors at which a quorum is present;

Financial Conduct Authority: the Financial Conduct Authority (or any successor regulatory organisation);

in writing and **written:** written or reproduced by any substitute for writing or partly one and partly another;

Listing Rules: the listing rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000, as amended;

member: the registered holder(s) of shares, whether in certificated or uncertificated form;

Month: calendar month;

Office: the registered office of the company for the time being;

paid: paid or credited as paid;

Register: the register of members of the company kept pursuant to the Statutes;

Regulations: the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755);

relevant system: a computer based system, and procedures, enabling title to shares to be evidenced without a written instrument, as defined in the Regulations;

seal: the common seal of the company and, as appropriate, any official seal kept by the company by virtue of the Statutes;

Secretary: the secretary of the company for the time being or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

Securities Seal: an official seal kept by the company by virtue of the Statutes;

share: a share in the capital of the company, whether held in certificated or uncertificated form;

Statutes: the 2006 Act, every statutory modification or re-enactment of that act for the time being in force and every other act or statutory instrument for the time being in force concerning limited companies and affecting the company;

subsidiary: a subsidiary within the meaning contained in the Section 1159 of the 2006 Act;

subsidiary undertaking: a subsidiary undertaking within the meaning contained in Section 1162 of the 2006 Act;

the London Stock Exchange: The London Stock Exchange plc;

Uncertificated Proxy Instruction: a properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system and received by such participant in that system acting on behalf of the company as the Directors may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Directors (subject always to the facilities and requirements of the relevant system);

United Kingdom: Great Britain and Northern Ireland; and

year: calendar year.

- 2.2 In these Articles, if not inconsistent with the context:
- 2.2.1 words importing the masculine gender include the feminine gender;
 - 2.2.2 words importing persons include bodies corporate and unincorporated associations;
 - 2.2.3 words importing the singular shall where the context so permits include a reference to the plural and vice versa;
 - 2.2.4 subject as aforesaid any words or expressions defined in the Statutes shall (if not inconsistent with the subject or context) bear the same meaning in these Articles;
 - 2.2.5 reference to any act, statute or statutory provision shall include any statutory modification, amendment or re-enactment thereof;
 - 2.2.6 any reference to a conflict of interest includes a conflict of interest and duty and conflict of duties;
 - 2.2.7 any notice, consent, approval or other document or information required to be given in writing may be given in writing in hard copy form or electronic form, save where expressly provided otherwise in these Articles or by the Statutes;
 - 2.2.8 a reference to persons being “connected” with another shall have the meaning attributed to it by Section 252 of the 2006 Act; and
 - 2.2.9 references to a “recognised investment exchange” shall have the meaning attributed to it by Section 285(1) of the Financial Services and Markets Act 2000;
 - 2.2.10 references to an uncertificated share or to a share (or to a holding of shares) being in, or held in, uncertificated form are references to that share being an uncertificated unit of a security (within the meaning of the Regulations) which is from time to time recorded in the Register as being held in uncertificated form; and
 - 2.2.11 references to a certificated share or to a share (or to a holding of shares) being in, or held in, certificated form are references to that share being a certificated unit of a security (within the meaning of the Regulations).

SHARE CAPITAL

3 Ordinary shares

The share capital of the company at the date of the adoption of these Articles is £10,000,000 divided into 500,000,000 ordinary shares of 2p each.

4 Variation rights

- 4.1 Whenever the share capital of the company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated 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 three-fourths in nominal value of the issued shares of the class, or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise), and may be so varied or abrogated either whilst the company is a going concern or during or in contemplation of a winding-up.

- 4.2 Section 334 of the 2006 Act and the provisions of these Articles relating to general meetings of the company shall, with necessary modifications, apply to every such separate general meeting, but so that:
- 4.2.1 the conditions referred to in Article 41 for holding general meetings on at least 14 clear days' notice are not required to be met by the company in respect of any such meeting; and
- 4.2.2 any holder of shares of the class in question present in person or by proxy may demand a poll.
- 4.3 This Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied or abrogated.
- 4.4 Save as aforesaid, the special rights attached to any class of shares shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied or abrogated by the creation or issue of further shares ranking as regards participation in the profits or assets of the company in some or all respects *pari passu* therewith but in no respect in priority thereto or by the purchase or redemption by the company of its own shares in accordance with the provisions of the Statutes and Article 8.

5 **“Non-voting” and “limited voting” shares**

Any class of shares issued without the right to vote at general meetings shall include the words “non-voting” in the name by which the same is designated, and where the equity capital of the company includes shares with different voting rights the designation of each such class (other than the class with the most favourable voting rights attached thereto) shall include the words “limited voting”.

6 **Fractions**

Whenever as the result of any consolidation or division or sub-division of shares any members of the company would become entitled to fractions of a share, the Directors may on behalf of those members deal with such fractions as they shall determine and in particular may sell the shares representing the fractions to any person (including, subject to the provisions of the Statutes, the company) for the best price reasonably obtainable and pay and distribute the net proceeds of the sale in due proportions amongst those members (except that any amount otherwise due to a member, being such nominal sum as the Directors may from time to time determine, may be retained for the benefit of the company). For the purpose of giving effect to any such sale the Directors may authorise some person to execute a transfer of the shares sold to the purchaser thereof or any other person nominated by the purchaser and may cause the name of the purchaser or his nominee to be entered in the Register as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money and nor shall the title of the transferee to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

7 **Reduction of capital**

The company may by special resolution reduce its share capital or any capital redemption fund, share premium account or other undistributable reserve in any manner and with and subject to any authority and consent required by law.

8 **Purchase of own shares**

The company may, subject to the provisions of the Statutes and to sanction by a special resolution passed at a separate class meeting of the holders of any class of shares in issue which are convertible into equity share capital of the company, purchase all or any of its own shares of any class (including any redeemable shares) or enter into such

agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such resolution and permitted by the Statutes.

SHARES

9 **Trusts not recognised**

Except as ordered by a court of competent jurisdiction or as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as otherwise provided by these Articles or by law) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

10 **Power to attach rights and issue redeemable shares**

Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being in issue and subject to the provisions of the Statutes, any share in the company may be allotted or issued with such preferred, deferred or other special rights, or subject to such restrictions whether in regard to dividend, return of capital, voting or otherwise, as the company may from time to time by ordinary resolution determine, and, subject to the provisions of the Statutes, the company may issue shares which are to be redeemed or are liable to be redeemed at the option of the company, or the holder, on such terms and conditions and in such manner as the Directors may from time to time determine.

11 **Allotment**

Subject to these Articles and to the provisions of the Statutes relating to the allotment of shares, pre-emption rights and otherwise and to any resolution of the company in general meeting passed pursuant to those provisions, the Directors are generally authorised to allot shares and to grant rights to subscribe for, or to convert any security into, shares, pursuant to those rights, to such persons, at such times and on such terms and in such manner as they think proper.

12 **Commissions**

The company may exercise the powers of paying commissions or brokerage conferred or permitted by the Statutes. Subject to the provisions of the Statutes, any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or the grant of an option to call for an allotment of shares or by any combination of such methods.

13 **Renunciation**

The Directors may at any time after the allotment of any share, but before any person has been entered in the Register as the holder thereof:

- 13.1 recognise a renunciation thereof by the allottee in favour of some other person, and may accord to any allottee of a share a right to effect such renunciation; or
- 13.2 allow the rights represented thereby to be participating securities,

in each case upon and subject to such terms and conditions as the Directors may think fit to impose.

SHARE CERTIFICATES

14 **Right to share certificates**

- 14.1 Every person (except a person in respect of whom the company is not required by law to complete and have ready for delivery a certificate) upon becoming the holder of any certificated shares shall be entitled within two Months after allotment or lodgement of a transfer, as the case may be (unless the terms of issue of the shares provide otherwise), and without charge to one certificate in hard copy form for all the shares of any class registered in his name or, in the case of shares of more than one class being registered in his name, to a separate certificate for each class of shares so registered. A certificate shall be delivered in accordance with, and in the time period permitted by, the Regulations to any holder of uncertificated shares following the change of those shares to certificated form.
- 14.2 Any share certificate (other than letters of allotment, scrip certificates and other like documents) shall be issued under the seal or under a Securities Seal or, if the Directors so resolve, issued in such other manner as may be permitted by law having regard to the terms of issue and any listing requirement of the Financial Conduct Authority, and shall specify the number and class of shares and the distinguishing numbers (if any) to which it relates and the amount paid up thereon. Without limitation to the foregoing, the Directors may, by resolution, decide either generally or in a particular case or cases that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical means or may be printed on them or that the certificates need not be signed by any person.
- 14.3 The company shall not be bound to register more than four persons as the holder of any share and, in the case of a share held jointly by several persons, the company shall not be bound to issue more than one certificate therefore and delivery of a certificate to one of joint holders shall be sufficient delivery to all.
- 14.4 Where some only of the shares comprised in a share certificate are transferred, the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge.

15 **Replacement certificates**

- 15.1 Any two or more certificates representing shares of any one class held by any member may at his request and upon surrender of the original certificates and payment of such reasonable sum as the Directors may decide be cancelled by the Directors and a single new certificate for such shares issued in lieu.
- 15.2 Two or more certificates representing shares held by any member may at his request be issued to him by the Directors in such proportions as he may specify upon surrender of the original certificate for cancellation and upon payment of such reasonable sum as the Directors may decide.
- 15.3 If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the holder upon request, subject to delivery up of the old certificate (unless alleged to have been lost, stolen or destroyed) on compliance with such conditions as to evidence and indemnity and the payment of the out-of-pocket expenses of the company in connection with the request as the Directors may think fit. The company shall be entitled to cancel any old certificate which has been replaced by a new certificate.
- 15.4 In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.

16 **Uncertificated shares**

16.1 Subject to the Regulations and the facilities and requirements of the relevant system, the Directors shall have power to make such arrangements as they may think fit in order for any class of share to be a participating security, and the company may issue shares of that class in uncertificated form and permit such shares to be transferred by means of the relevant system to the fullest extent available from time to time or determine that shares of any class shall cease to be held in uncertificated form and transferred by means of the relevant system. No provision of these Articles shall have effect to the extent that it is inconsistent with:

16.1.1 the holding of shares in uncertificated form;

16.1.2 the transfer of title to shares by means of the relevant system; or

16.1.3 the Regulations.

16.2 Without prejudice to the generality of Article 16.1, notwithstanding any provision of these Articles and subject always to the Regulations, where any class of share is a participating security:

16.2.1 the Register relating to such class shall be maintained at all times in the United Kingdom;

16.2.2 shares of such class held by the same holder or joint holder in certificated form and in uncertificated form shall be treated as separate holdings, unless the Directors otherwise determine;

16.2.3 shares of such class may be changed from certificated to uncertificated form, and from uncertificated to certificated form, in accordance with the Regulations;

16.2.4 the company shall comply with the requirements of the Regulations in relation to the rectification of and changes to the Register relating to such class;

16.2.5 the provisions of these Articles with respect to meetings, including meetings of the holders of shares of such class, shall have effect subject to the provisions of the Regulations;

16.2.6 the Directors may, by notice in writing to the holder of any uncertificated shares of such class, require that holder to change the form of such shares to certificated form within such period as may be specified in the notices; and

16.2.7 the Directors may require that any fractional entitlements to shares arising on a consolidation (or consolidation and division) of shares held in uncertificated form are held in certificated form, and are entered into the Register accordingly.

CALLS ON SHARES

17 **Calls**

17.1 The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value thereof or by way of premium) but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call is passed, and may be made payable by instalments.

17.2 Each member shall (subject to receiving at least fourteen clear days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be made payable by instalments and may at any time before receipt be revoked or postponed in whole or in part as the Directors may determine. A person upon whom a call is made shall remain liable for all calls made upon him notwithstanding the subsequent transfer of the share in respect of which the call was made.

18 **Interest on calls**

If any amount called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the amount is due and payable shall pay interest thereon from and including the day appointed for payment thereof to but excluding the day of actual payment at such rate as may be fixed by the terms of allotment of the share or, if no rate is fixed, at such rate (not exceeding 3 per cent. per annum above the base rate of Lloyds Bank plc (or such other clearing bank as may be appointed as the company's bankers from time to time) on the due date for payment) as the Directors determine and all costs, charges and expenses incurred by the company by reason of such non-payment, but the Directors shall be at liberty in any case to waive payment of such interest or such costs, charges and expenses wholly or in part.

19 **Amounts treated as calls**

Any amount (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable. In case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such amount had become payable by virtue of a call duly made and notified.

20 **Power to differentiate**

Subject to the terms of issue, the Directors may on the allotment or issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.

21 **Payment in advance**

The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made, and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the company may pay interest at such rate as may be agreed between the Directors and the member not exceeding (unless the company by ordinary resolution directs) five per cent per annum or, if higher, the appropriate rate (as defined in s.592 of the 2006 Act) but, for the avoidance of doubt, no dividend shall be payable in respect of any money so paid in advance.

FORFEITURE AND LIEN

22 **Notice if call not paid**

22.1 If a member or person entitled by transmission fails to pay in full any call or instalment of a call on or before the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued thereon and any costs, charges and expenses incurred by the company by reason of such non-payment.

22.2 The notice shall name a further day (not being less than seven clear days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

23 Forfeiture for non-compliance and notice after forfeiture

23.1 If the requirements of any such notice are not complied with any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared or other money payable in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder and, in that event, references in these Articles to forfeiture shall include surrender.

23.2 When any share has been forfeited, notice of the forfeiture shall be served upon the person who was, before forfeiture, the holder of the share or the person entitled by transmission to the share, but no forfeiture shall be invalidated by any omission or neglect to give such notice. An entry of the fact and date of forfeiture shall be made in the Register.

24 Disposal of forfeited shares

A share so forfeited shall become the property of the company and may within three years of such forfeiture be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid. Any share not disposed of in accordance with the foregoing provisions within a period of three years from the date of its forfeiture shall thereupon be cancelled in accordance with the provisions of the Statutes.

25 Arrears to be paid notwithstanding forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the shares so forfeited and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall notwithstanding the forfeiture remain liable:-

25.1 to pay to the company all moneys which at the date of forfeiture were presently payable by him to the company in respect of the shares, with interest thereon at the rate fixed by the conditions of allotment of the shares in question or, if no rate is so fixed, at such rate as the Directors may determine from the date of forfeiture until payment; and

25.2 to satisfy any claims and demands which the company might have enforced in respect of the share at the time of forfeiture.

The Directors in their absolute discretion may enforce any such payment claim or demand without any allowance for the value of the shares at the time of forfeiture or any consideration received on their disposal or may waive payment on satisfaction thereof in whole or in part.

26 Extinction of rights

The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in, and all claims and demands against the company in respect of, the share, and all other rights and liabilities incidental to the share as between the person whose share is

forfeited and the company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

27 Lien on shares not fully paid

The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share. The company shall also have a first and paramount lien on the shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the company, whether the same shall have been incurred before or after notice to the company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the company or not. The company's lien on a share shall extend to all amounts (including dividends and distributions) payable thereon. The Directors may waive any lien which has arisen or may resolve that any share shall for some limited period be exempt, wholly or partially, from the provisions of this Article.

28 Enforcement of lien

The company may, subject (in the case of uncertificated shares) to the provisions of the Regulations, sell in such manner as the Directors think fit any share on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen clear days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share.

29 Proceeds of sale

The net proceeds of such sale, after payment of the costs of such sale, shall be applied in or towards payment or satisfaction of the debts or liabilities in respect whereof the lien exists, so far as the same are presently payable, and any residue shall, upon surrender to the company for cancellation of the certificate for any certificated shares sold or the provision of such indemnity (with or without security) as to any lost or destroyed certificate as the Directors may decide, (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the member or any person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may, subject (in the case of uncertificated shares) to the provisions of the Regulations and the facilities and requirements of the relevant system, authorise some person to transfer the shares sold to the purchaser. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him, shall be against the company and in damages only.

30 Disposal of shares

A statutory declaration in writing that the declarant is a Director or the Secretary and that a share has been duly forfeited or sold to satisfy a lien of the company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the company for the consideration (if any) given for the share on the sale, reallocation or disposal thereof, together with (if the shares are in certificated form) the share certificate delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity

in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

31 Form of transfer

31.1 All transfers of certificated shares may be effected by transfer in writing in any usual form or in any other form acceptable to the Directors (and in the case of a person or firm may be under hand only) or by such other means as is permitted or required by the Statutes or the rules of the London Stock Exchange from time to time. Any written instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee.

31.2 Subject to these Articles, a member may transfer all or any of his uncertificated shares by means of the relevant system or in any other manner which is permitted by the Statutes and is from time to time approved by the Directors and the company shall register such transfer in accordance with the Statutes.

31.3 Whatever means of transfer is utilised the transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect thereof.

32 Refusal of registration of transfers

32.1 Directors may, in their discretion, refuse to register any transfer of certificated shares of any class which are not fully paid provided that, where any such shares are admitted to the Official List of the Financial Conduct Authority or to trading on any recognised investment exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis.

32.2 The Directors may also refuse to register any transfer of a certificated share, unless the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates if it has been issued, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

32.3 The Directors may, in their discretion, refuse to register any transfer of an uncertificated share where permitted by the Regulations.

32.4 The Directors may refuse to register any transfer of shares unless it is in respect of only one class of shares.

32.5 If the Directors refuse to register a transfer they shall send to the transferee notice of the refusal, together with, in the case of a transfer of certificated shares only, the reasons for the refusal, as soon as practicable and in any event within two Months of:

32.5.1 in the case of a certificated share, the date on which the transfer was lodged with the company; or

32.5.2 in the case of an uncertificated share, the date on which an instruction in respect of such transfer was duly received by the company through the relevant system.

33 Retention of instruments of transfer

All instruments of transfer which are registered may, subject to the provisions of Article 128, be retained by the company.

34 Fees on registration

No fee will be charged by the company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, stop notice, power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register affecting the title to any shares.

TRANSMISSION OF SHARES

35 Death

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

36 Election

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

37 Rights on death or bankruptcy

Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member, or of any other event giving rise to a transmission of such entitlement by operation of law, shall (upon supplying to the company such evidence as the Directors may reasonably require to show his title to the share) be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder of the share, except that he shall not be entitled in respect thereof (except with the authority of the Directors) to receive notice of or exercise any right conferred by membership in relation to meetings of the company or any separate meetings of the holders of any class of shares in the company until he shall have been registered as a member in respect of the share, and should he fail either to transfer the share or to elect to be registered as a member in respect thereof within sixty days of being required so to do by the Directors then, in the case of shares which are fully paid up, he shall be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly and, in the case of shares which are not fully paid up, the Directors may thereafter withhold payment of all dividends and other moneys payable in respect of such share until the notice has been complied with.

SHARE WARRANTS

38.1 Subject to the provisions of the Statutes, the Directors may issue share warrants, stating that the bearer is entitled to the shares therein specified, in respect of any fully paid shares and all shares while represented by warrants shall be transferable by delivery of the warrants relating thereto, which warrants may provide by coupons or otherwise for the payment of future dividends or other moneys or for the exercise of rights on or in respect of the shares included in such warrants.

38.2 The Directors may determine and from time to time vary the conditions upon which share warrants may be issued, in particular upon which a new share warrant or coupon will be issued in the place of one worn out, defaced or destroyed and upon which the

bearer of a share warrant shall be entitled to attend and vote at general meetings; provided that no new share warrant shall be issued except either in place of one worn out or defaced and against production of the same or upon the Directors being satisfied beyond reasonable doubt that the original warrant has been destroyed.

- 38.3 Subject to the provisions of these Articles and of the Statutes, the bearer of a share warrant shall be deemed to be a member and shall be subject to the conditions for the time being in force.
- 38.4 If the bearer of a share warrant shall surrender it to be cancelled together with all outstanding dividend coupons (if any) and make an application in writing signed by him in such form and authenticated in such manner as the Directors shall require requesting to be entered in the Register as the holder of the share or shares specified in the share warrant, and stating in such application his name, address and occupation, he shall be entitled to have his name entered in the Register as the holder of the share or shares specified in the share warrant so surrendered.

GENERAL MEETINGS

39 Annual general meeting

An annual general meeting shall be held once in every year in accordance with the Statutes and at such place as may be determined by the Directors.

40 Convening a general meeting

The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to call a general meeting with proper expedition. In default such meeting may be convened by requisitionists as provided in the Statutes. At any meeting convened on such requisition or by such requisitionists, no business shall be transacted except that stated by the requisition or proposed by the Directors.

41 Notice of general meetings

41.1 An annual general meeting shall be called by 21 clear days' notice. Any other general meeting shall, provided the company has met the conditions set out in the Statutes for holding general meetings on at least 14 clear days' notice, be called by at least 14 clear days' notice, unless a longer period of notice is required by the Statutes in relation to a resolution to be proposed at such a meeting.

41.2 The accidental failure to give notice of any meeting or the accidental failure to send or supply any document or other information relating to any meeting to any person entitled to receive the notice, document or other information, or the non-receipt by any such person of any such notice, document or information, shall be disregarded for the purpose of determining whether notice of the meeting or resolution has been duly given and shall not invalidate the proceedings at that meeting.

41.3 Every notice calling a general meeting shall specify the place, the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement informing each member:

41.3.1 of his rights under the 2006 Act to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and to vote at a meeting of the company;

41.3.2 that he may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise rights to a different share or shares held by such members; and

41.3.3 that a proxy need not be a member.

- 41.4 In the case of an annual general meeting, the notice shall also specify the meeting as such.
- 41.5 In the case of any general meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business.
- 41.6 If any resolution is to be proposed as a special resolution at a general meeting, the notice shall contain a statement to that effect.
- 41.7 Every notice calling a general meeting shall be given to the members (other than any who, under the provisions of these Articles or of any restrictions imposed on any shares, are not entitled to receive notice from the company), to the Directors and to the Auditors.

42 **Special business**

All business transacted at a general meeting shall be deemed special except the following business transacted at an annual general meeting:-

- 42.1 sanctioning or declaring dividends;
- 42.2 receiving and considering the accounts, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts;
- 42.3 appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- 42.4 appointing or re-appointing Directors in the place of those retiring by rotation or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

43 **Chairman**

The chairman of the Directors, failing whom the deputy chairman, shall preside as chairman at a general meeting. If there shall be no such chairman or deputy chairman, or if at any meeting neither shall be present within fifteen minutes from the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number to be chairman of the meeting. If no Director be present, or if all the Directors present decline to take the chair, the members present in person and entitled to vote shall choose one of their number to be chairman of the meeting.

44 **Quorum**

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business but the absence of a quorum shall not preclude the choice or appointment of a chairman which shall not be treated as part of the business of the meeting. Three members present in person or by proxy and entitled to vote shall be a quorum for all purposes.

45 **Procedure if quorum not present**

If within fifteen minutes from the time appointed for a general meeting (or such longer interval not exceeding two hours as the chairman of the meeting may think fit to allow) a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened by or on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day and such time (being not less than ten clear days afterwards) and place as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the Directors may determine. In default of such determination, it shall be adjourned to the same day two weeks afterwards or, if that day is not a business day, the next following business day at the

same time and place. At the adjourned meeting any two members present in person or by proxy and entitled to vote shall be a quorum and if within half an hour from the time appointed for a general meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. No business shall be transacted at such adjourned meeting other than business the general nature of which was stated in the notice of the meeting from which the adjournment took place.

46 **Power to adjourn**

The chairman of any general meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place and without such consent he may adjourn any meeting at which a proposal of importance is made for the consideration whereof in his judgement (which shall not be challenged) a larger attendance of members is desirable or the members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting or if in his opinion it has become necessary to do so in order to secure the proper and orderly conduct of the meeting, to give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting or to ensure that the business of the meeting is disposed of properly.

47 **Business at adjourned meeting**

No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

48 **Notice of adjourned meeting**

Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty days or more or sine die, not less than seven clear days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

49 **Accommodation of members at meeting**

49.1 The Directors may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world. Members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to vote at, the general meetings in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all meeting places are able to:

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

The chairman of the meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place, such principal meeting place to be stated by the notice of meeting.

49.2 If it appears to the chairman of the meeting that the facilities at the principal meeting place or any satellite meeting place have become inadequate for the purposes referred to in Article 49.1, then the chairman may, without the consent of the meeting, interrupt

or adjourn the general meeting. All business conducted at the general meeting up to the time of the adjournment shall be valid. The provisions of Article 46 shall apply to the adjournment.

49.3 The Directors may from time to time make any arrangements for controlling the level of attendance at any venue for which arrangements have been made pursuant to this Article 49 (including the issue of tickets or the imposition of some other means of selection) as they in their discretion consider appropriate, and may from time to time change those arrangements. The entitlement of any member to be present at such venue in person or by proxy shall be subject to any such arrangement then in force and stated by the notice of meeting or adjourned meeting to apply to the meeting.

49.4 For the purposes of this Article 49, the right of a member to participate in the business of any general meeting shall include the right to speak, vote on a show of hands, demand or join in demanding a poll, vote on a poll, be represented by a proxy and have access to all documents which are required by the Statutes or these Articles to be made available at the meeting.

50 **Postponement of general meetings**

50.1 If, after the giving of 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 Directors decide that it is impracticable or undesirable for any reason to hold the meeting at the declared place (or any of the declared places, in the case of a meeting to which Article 49.1 applies) and/or at the declared date or time, they may change the place (or any of the places, in the case of a meeting to which Article 49.1 applies) and/or postpone the date and time at which the meeting is to be held. If such a decision is made, the Directors may then change the place (or any of the places, in the case of a meeting to which Article 49.1 applies) and/or postpone the date and time of the postponed meeting again if they decide that it is reasonable to do so. In either case:

50.1.1 no business shall be transacted at any postponed meeting other than the business which might lawfully have been transacted at the meeting which was postponed;

50.1.2 at least 14 clear days' notice (or, in the case of a postponed annual general meeting, at least 21 clear days' notice) of the postponed meeting shall be given in accordance with Article 41. It shall not, however, be necessary to give notice of the nature of the business to be transacted at the postponed meeting;

50.1.3 the Directors shall, so far as practicable, make arrangements for notices of the change of place and/or postponement to appear at the original place and at the original time and date; and

50.1.4 notwithstanding Article 60.1 but subject to Article 60.2, an appointment of a proxy may be delivered at any time not less than 48 hours before any new time appointed for holding the postponed meeting.

51 **Security arrangements at general meetings**

The Directors:

51.1 may direct that members, proxies or other persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Directors shall in their discretion consider appropriate in the circumstances; and

51.2 shall be entitled in their discretion to refuse entry to, or eject from, such general meeting any member, proxy or other person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

52 **Amendment**

- 52.1 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.
- 52.2 In the case of a resolution duly proposed as a special resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.
- 52.3 In the case of a resolution duly proposed as an ordinary resolution, no amendment to it (other than an amendment to correct a patent error) may be considered or voted upon unless either at least 48 hours prior to the time appointed for holding the meeting or adjourned 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 or the chairman in his discretion decides that it may be considered or voted upon.

53 **Method of voting**

- 53.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the provisions of the Statutes, a poll may be demanded by:-
- 53.1.1 the chairman of the meeting; or
- 53.1.2 not less than three members present in person or by proxy and entitled to vote; or
- 53.1.3 a member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote on the resolution in question; or
- 53.1.4 a member or members present in person or by proxy and holding shares in the company conferring a right to attend and vote on the resolution in question being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn but only with the consent of the chairman and a demand so withdrawn shall validate the result of a show of hands declared before the demand was made and, in the case of a poll demanded before the declaration of the result of a show of hands, the meeting shall continue as if the demand had not been made.

- 53.2 Unless a poll is demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.

54 **Procedure on a poll**

- 54.1 If a poll is demanded, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

54.2 The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers, who need not also be members, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

54.3 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting at which the demand is made) and place as the chairman may direct. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

54.4 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 the poll has been demanded.

55 **Votes of members**

55.1 Subject to the Statutes, the Listing Rules and any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares:

55.1.1 on a show of hands every member (being an individual) present in person or (being a corporate member) present by a representative and every proxy duly appointed by one or more members entitled to vote on the resolution shall have one vote, save that a proxy shall have one vote for and one vote against the resolution if:

55.1.1.1 the proxy has been duly appointed by more than one member entitled to vote on the resolution; and

55.1.1.2 the proxy has been:

(i) instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it; or

(ii) instructed by one or more of those members to vote in one way and is given discretion as to how to vote by one or more other of those members (and wishes to use that discretion to vote in the other way;

55.1.2 on a poll, every member (being an individual) present in person or by one or more duly appointed proxies or (being a corporate member) by representative or by one or more duly appointed proxies shall have one vote for every share held by him.

55.2 On a poll:

55.2.1 votes may be given either personally or by proxy; and

55.2.2 a person entitled to more than one vote need not use all his votes, or cast all the votes he casts, in the same way.

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

55.4 Where in the United Kingdom or elsewhere a receiver or other person (by whatever name called) has been appointed by any court or official 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 Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any general meeting or to exercise any other right conferred by membership in relation to meetings of the company. Such evidence shall either accompany the appointment of proxy to which it relates or clearly indicate the appointment of proxy to which it relates.

56 **Restriction on voting rights**

No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy, at a general meeting or a meeting of the holders of any class of shares of the company or to exercise any other rights conferred by membership in relation to general meetings of the company or meetings of the holders of any class of shares of the company, if any call or other sum presently payable by him to the company in respect of that share remains unpaid. Such restriction shall cease to apply upon payment of the amount outstanding and all costs, charges and expenses incurred by the company by reason of such non-payment.

57 **Notice under Section 793**

57.1 In this Article 57, unless inconsistent with the context, the following words shall have the following meanings:

57.1.1 “s. 793 notice”: a notice given by or on behalf of the company requiring disclosure of interests in shares pursuant to Section 793 of the 2006 Act;

57.1.2 “restrictions”: one or more, as the case may be, of the restrictions referred to in Article 57.3;

57.1.3 “interested”: has the meaning ascribed to it by Sections 820-825 of the 2006 Act and so that a person other than the member holding a share shall be treated as appearing to be interested in the share if the member has informed the company that the person is, or may be, so interested, or if the Directors (after taking account of any information obtained from the member or, pursuant to a s.793 notice, from any other person) know or have reasonable cause to believe that the person is, or may be, so interested; and

57.1.4 “market transfer”: in relation to any share, a transfer pursuant to:

57.1.4.1 a sale of the share on a recognised investment exchange or on any stock exchange outside the United Kingdom on which shares of that class are listed or normally traded;

57.1.4.2 a sale of the whole beneficial interest in the share to a person whom the Directors are satisfied is unconnected with the existing holder or with any other person appearing to be interested in the share; or

57.1.4.3 an acceptance of a takeover offer (as defined in Section 974 of the 2006 Act) which relates to the share.

57.2 If a member or any person appearing to be interested in any share has been given a s.793 notice and, in respect of any share specified in the notice (a “default share”), has been in default for a period of 14 days after the s.793 notice has been given in supplying to the company the information required by the notice, the restrictions referred

to below shall apply. Those restrictions shall continue for such period as the Directors may specify, but shall end not more than seven days after the earlier of:

57.2.1 the company being notified that the default shares have been sold pursuant to a market transfer; or

57.2.2 due compliance, to the satisfaction of the Directors, with the s.793 notice.

57.3 The restrictions referred to above are as follows:

57.3.1 if the default shares in which any one person is interested or appears to the company to be interested represent less than 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares), the member holding the default shares shall not be entitled, in respect of those shares, to attend or to vote, either personally, by representative or by proxy, at any general meeting of the company;

57.3.2 if the default shares in which any one person is interested or appears to the company to be interested represent at least 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares), the member holding the default shares shall not be entitled, in respect of those shares;

57.3.2.1 to attend or to vote, either personally, by representative or by proxy, at any general meeting of the company;

57.3.2.2 to receive any dividend or other distribution; or

57.3.2.3 to transfer or agree to transfer any of those shares or any rights in them.

57.4 The restrictions in Articles 57.3.1 and 57.3.2 shall not prejudice the right of either the member holding the default shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under a market transfer.

57.5 If any dividend or other distribution is withheld under Article 57.3.2.2, the member shall be entitled to receive it as soon as practicable after the restrictions cease to apply. The member shall not be entitled to interest during the intervening period.

57.6 The Directors shall not be liable to any person as a result of having imposed restrictions or having failed to determine that such restrictions shall cease to apply if the Directors acted in good faith.

57.7 Shares issued in right of default shares in respect of which a member is from time to time subject to restrictions under this Article shall on issue become subject to the same restrictions whilst held by that member as the default shares in right of which they are issued. For this purpose, shares which the company offers or procures to be offered to shareholders pro rata (or pro rata ignoring fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with offering shares outside the United Kingdom) shall be treated as shares issued in right of default shares.

57.8 The Directors shall at all times have the right, at their discretion, to suspend, in whole or in part, any restrictions arising pursuant to this Article either permanently or for a given period and to pay to a trustee any dividend payable in respect of any default shares or in respect of any shares issued in right of default shares. Notice of suspension, specifying the restriction suspended and the period of suspension shall be given to the relevant member in writing within seven days after any decision to implement such a suspension.

57.9 The provisions of this Article are without prejudice to, and shall not affect, the right of the company to apply any of the provisions referred to in Part 22 of the 2006 Act.

58 Admissibility of votes and errors in voting

No objection shall be raised as to the admissibility of any vote or the counting of, or failure to count, any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered or at which the error occurs and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision thereon shall be final and conclusive.

59 Voting by proxy

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

59.2 A proxy need not be a member of the company.

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

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

59.3.2 in the case of a body corporate shall be either executed by it or signed on its behalf by an attorney or a duly authorised officer of the body corporate,

59.4 provided that any form of proxy to vote on a matter shall provide for voting either for or against the resolutions to be proposed at the meeting at which the proxy is to vote. The Directors may, but shall not be bound to, require evidence of the authority of any such officer or attorney.

59.5 An instrument of proxy shall, 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.

59.6 An instrument of proxy relating to more than one meeting, having once been so delivered for the purposes of any meeting, shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

59.7 Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof or on any poll.

59.8 An instrument appointing a proxy shall be deemed (unless any contrary direction is contained in it) to include the right for the proxy to demand or join in demanding a poll and to vote on any resolution or amendment of a resolution put to, or any other business which may properly come before, the meeting for which it is given, as the proxy thinks fit.

59.9 A vote cast or poll demanded by proxy or by the duly authorised representative of a body corporate shall not be invalidated by the previous death or incapacity of the principal, or by the revocation of the appointment of the proxy or representative or of the authority under which the appointment was made, unless intimation in writing of such death, incapacity or revocation shall have been received by the company at the Office (or such other place as is specified for depositing the instrument of proxy) at least one hour before the commencement of the 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) the time appointed for the taking of the poll at which the vote is cast.

59.10 No instrument appointing a proxy shall be valid after the expiration of twelve Months from the date referred to in it as the date of its execution, except at an adjournment of a meeting originally held within twelve Months from such date.

60 **Deposit of proxy**

60.1 The appointment of a proxy shall:

60.1.1 in the case of an instrument in hard copy, be delivered to the Office (or such other address or location in the United Kingdom as may be specified for that purpose in or by way of note to the notice convening the meeting) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument is authorised to vote;

60.1.2 in the case of an appointment in electronic form, be communicated so as to be delivered to an address or location (including any number) specified in the notice convening the meeting (or in any instrument of proxy sent out, or invitation in electronic form to appoint a proxy issued by or on behalf of the company in relation to the meeting) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. In the case of any Uncertificated Proxy Instruction permitted pursuant to Article 60.4, the appointment shall include an identification number of a participant in the relevant system concerned;

60.1.3 in the case of a poll taken more than 48 hours after it was demanded, be delivered in accordance with Articles 60.1.1 or 60.1.2 (as the case may be) not less than 24 hours before the time appointed for the taking of the poll; or

60.1.4 in the case of a poll not taken immediately 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, the Secretary, any Director or the scrutineer.

60.2 The Directors may, in their sole discretion, determine from time to time that in calculating the periods referred to in Article 60.1 (and Article 50.1.4) no account shall be taken of any part of a day that is not a working day.

60.3 If the appointment of a proxy is executed under a power of attorney or other authority, such power of attorney or other authority (which may include a copy of such authority certified by a notary or in some other way approved by the Directors) shall also be delivered to such address or location (including any number) and within such time period as is required by Article 60.1 for the appointment of the proxy. Such power of attorney or other authority (or certified copy of it) shall either accompany the appointment of proxy to which it relates or clearly indicate the appointment of proxy to which it relates.

60.4 Without limitation to any of the provisions of these Articles, in relation to any shares which are held in uncertificated form, the Directors may from time to time permit appointments of a proxy to be made by electronic means in the form of an Uncertificated Proxy Instruction and may in a similar manner permit supplements to, or amendments or revocations of, any such Uncertificated Proxy Instruction to be made by like means. The Directors may in addition prescribe the method of determining the time at which any such Uncertificated Proxy Instruction is to be treated as received by the company or such participant. The Directors may treat any such Uncertificated Proxy Instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

- 60.5 An appointment of a proxy which is not delivered in a manner permitted by Articles 60.1 to and 60.4 shall be treated as invalid. An appointment of proxy in electronic form found by the company to contain a computer virus shall not be accepted by the company and shall be invalid.
- 60.6 The appointment of a proxy relating to a meeting, having once been delivered in a manner permitted by Articles 60.1 to and 60.4, shall be valid in respect of any adjournment of that meeting.
- 60.7 The appointment of a proxy relating to more than one meeting (including any adjournment), having once been delivered in a manner permitted by Articles 60.1 to and 60.4 for the purposes of any meeting, shall not be required to be delivered again for the purposes of any subsequent meeting to which it relates.
- 60.8 In the event that more than one appointment of a proxy relating to the same share is delivered in a manner permitted by Articles 60.1 to and 60.4 for the purposes of the same meeting, the appointment last delivered or received (whether in electronic form or not) shall prevail in conferring authority on the person named in it to attend the meeting and vote.
- 60.9 The delivery of an appointment of a proxy shall not preclude a member from attending and voting at the meeting or at any adjourned meeting.

61 Body corporate acting by representatives

Any body corporate which is a member of the company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company. The person so authorised shall be entitled to exercise the same powers on behalf of such body corporate as the body corporate could exercise if it were an individual member of the company, and such body corporate shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat and all references to attendance and voting in person shall be construed accordingly. A Director or the Secretary or some person authorised for such purpose by the Directors or the Secretary may require the representative to produce a certified copy of the resolution so authorising him before permitting him to exercise his powers.

DIRECTORS

62 Number of Directors

Subject as hereinafter provided the number of Directors shall not exceed 30 but shall not be less than three. The company may by ordinary resolution from time to time vary the minimum number and/or maximum number of Directors.

63 No share qualification

A Director shall not be required to hold any shares of the company by way of qualification. A Director who is not a member of the company shall nevertheless be entitled to attend and speak at general meetings and at any separate meeting of the holders of any class of shares or debentures in the capital of the company.

DIRECTORS' REMUNERATION AND EXPENSES

64 Directors' fees

The amount of any fees payable to Directors shall be determined by the Directors provided that they shall not in any year exceed such sum as may from time to time be fixed by ordinary resolution (excluding amounts payable under any other provision of these Articles). Any such fees shall be divisible among the Directors as they may

agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of the remuneration related to the period during which he has held office.

65 Remuneration of executive Director

Any Director who holds any executive office (including for this purpose the office of chairman or deputy chairman whether or not such office is held in an executive capacity), or who serves on any committee, or who, at the request of the Directors, goes or resides abroad, makes any special journey or otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such remuneration by way of salary, commission or otherwise as the Directors may determine in addition to or in lieu of any fee payable to him for his services as Director pursuant to these Articles.

66 Expenses

The company shall repay to any Director all such reasonable expenses as he may properly incur in the performance of his duties including attending meetings of the Directors or of any committee of the Directors or general meetings or separate meetings of the holders of any class of shares or debentures of the company or otherwise in or about the business of the company.

DIRECTORS' INTERESTS

67 Directors' pensions and other benefits

The Directors may exercise all the powers of the company to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of or who are or were at any time Directors or officers of and holding any salaried employment or office in the company or any other company which is its holding company or in which the company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the company or of any company which is a subsidiary undertaking of the company or of any such other company and the families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company, or of any such persons as aforesaid, and subject to the Statutes make payments for or towards the insurance of any such persons as aforesaid, and do any of the matters aforesaid either alone or in conjunction with any such other company.

68 Power to purchase insurance

Without prejudice to the provisions of Article 130 and subject to the Statutes the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time:-

68.1 directors, officers or employees of the company or of any other company which is its holding company, or in which the company or such holding company has any interest whether direct or indirect, or which is in any way allied to or associated with the company or such holding company, or of any subsidiary undertaking of the company or of such other company;

68.2 trustees of any pension fund in which employees of the company or of any other such company or subsidiary undertaking are interested;

68.3 including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise, execution and/or discharge of their powers or duties and/or otherwise in relation to their duties, powers or offices in relation to the company or any other such company, subsidiary undertaking or pension fund.

69 **Authorisation of Directors' conflicts of interest**

69.1 If a Conflict Situation arises, the Directors may authorise it for the purposes of Section 175 of the 2006 Act by a resolution of the Directors made in accordance with these Articles.

69.2 Any authorisation made for the purposes of this Article 69 shall be effective only if:

69.2.1 any requirement as to the quorum at a meeting at which the Conflict Situation is authorised is met without counting the Director or any other Director to whom the Conflict Situation relates; and

69.2.2 the Conflict Situation was authorised without any such Director voting or would have been authorised if his or their votes had not been counted.

69.3 At the time of the authorisation, or at any time afterwards, the Directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances, including that:

69.3.1 any information obtained by a Director concerned, other than in his capacity as a Director or employee of the company, which is confidential in relation to a third party, need not be disclosed or used for the benefit of the company where such disclosure or use would constitute a breach of confidence;

69.3.2 no Director concerned shall, by reason of his being a Director or his doing anything as a Director, be accountable to the company for any remuneration or other benefit received from a third party as a result of the Conflict Situation;

69.3.3 no Director concerned shall be required or entitled to attend those parts of meetings of the Directors or meetings of a committee of the Directors at which matters to which the Conflict Situation relates are discussed; and

69.3.4 no Director concerned shall be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates.

Subject to any such limitations, conditions or terms, any authorisation given by the Directors shall be deemed to be given to the fullest extent permitted by the Statutes.

69.4 Any authorisation made for the purposes of this Article may be revoked or varied at any time in the absolute discretion of the Directors.

69.5 A Director shall not be in breach of the duties he owes to the company by virtue of Sections 171 to 177 of the 2006 Act or otherwise because of anything done or omitted to be done in accordance with the provisions of this Article or the terms of any authorisation given by the Directors in accordance with this Article.

70 **Power to hold other offices**

70.1 Subject to the provisions of these Articles and the Statutes and provided that he has declared to the Directors the nature and extent of any interest of his if so required by these Articles and the Statutes:

- 70.1.1 a Director is authorised to hold any office or place of profit under the company in conjunction with the office of Director for such period, and on such terms as to remuneration and otherwise, as the Directors may determine, and a Director or any firm or body corporate in which he is interested is authorised to act in a professional capacity for the company and he or such firm or body corporate shall be entitled to remuneration for professional services as if he were not a Director, provided that neither any Director nor any such firm or body corporate may act as auditors of the company or any of its subsidiaries; and
- 70.1.2 a Director is authorised to be or become a director or other officer or servant of, or otherwise interested in, any other entity promoted by the company or in which the company may be in any way interested and shall not (in the absence of agreement to the contrary) be liable to account to the company for any emoluments or other benefits received or receivable by him as director, or officer or servant of, or from his interest in, such other company.
- 70.2 A Director shall not require any separate authorisation by the Directors pursuant to Article 69 for matters falling within this Article 70, although the Directors may at any time impose any limitations, conditions or terms in relation to such matters which (in each case) they consider appropriate and reasonable in all the circumstances.
- 70.3 A Director shall not be in breach of the duties he owes to the company by virtue of Sections 171 to 177 of the 2006 Act or otherwise because of anything done or omitted to be done or any remuneration or other benefits received or receivable by him in accordance with the provisions of this Article 70.
- 70.4 Subject to the provisions of these Articles and the Statutes, and provided that he has declared to the Directors the nature and extent of any interest of his if so required by these Articles and the Statutes, a Director may, notwithstanding his office, enter into or be interested in any transaction or arrangement with the company and may have or be interested in dealings of any nature whatsoever with the company.
- 70.5 No such transaction, arrangement or dealing shall be liable to be avoided, nor shall any Director so transacting, dealing or being so interested in breach of the duties he owes to the company or be liable to account to the company for any remuneration payable or profit arising out of any such transaction, arrangement or dealing to which he is a party or in which he is interested by reason of his being a Director or the fiduciary relationship thereby established.
- 71 **Declarations of interest**
- 71.1 A Director who, to his knowledge, is in any way, whether directly or indirectly, interested in any proposed transaction or arrangement with the company or any transaction or arrangement which has been entered into by the company shall declare the nature and extent of his interest to the other Directors in accordance with the provisions of the Statutes and this Article.
- 71.2 For the purposes of this Article 71:
- 71.2.1 a transaction or arrangement of the kind described in Sections 197, 198, 200, 201 or 203 of the 2006 Act made with a Director or a person connected with such Director shall if it would not otherwise be so treated (and whether or not prohibited by that Section) be treated as a transaction or arrangement in which that Director is interested; and
- 71.2.2 a Director shall be deemed interested in any transaction or arrangement in which any person connected with him is interested, whether directly or indirectly.

- 71.3 A Director need not declare an interest:
- 71.3.1 if he is not aware of it or if he is not aware of the transaction or arrangement in question (and for these purposes a Director is treated as being aware of matters of which he ought reasonably to be aware);
 - 71.3.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 71.3.3 if, or to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware); or
 - 71.3.4 if, or to the extent that, it concerns terms of his service contract that have been or are to be considered:
 - 71.3.4.1 by a meeting of the Directors; or
 - 71.3.4.2 by a committee of the Directors appointed for the purpose under these Articles.
- 71.4 A Director who, to his knowledge, is in any way (directly or indirectly) interested in any contract, transaction or arrangement with the company shall declare the nature of his interest at the Directors' meeting at which the question of entering into the contract, transaction or arrangement is first considered if he knows his interest then exists or, in any other case, at the first Directors' meeting after he knows that he is or has become so interested.

EXECUTIVE DIRECTORS

72 Appointment of executive Directors

- 72.1 The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of chairman, deputy chairman, managing director or chief executive) on such terms and for such period (subject to the provisions of the Statutes) as they may determine and, without prejudice to the terms of any agreement entered into in any particular case, may at any time revoke or terminate any such appointment.
- 72.2 The appointment of any Director to any such executive office shall automatically determine if he ceases for any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any agreement between him and the company.

73 Powers of executive Directors

The Directors may entrust to and confer upon any Director holding any executive office any of the powers, authorities and discretions (with power to sub-delegate) exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

74 No retirement by reason of age

Any provisions of the Statutes which, but for this Article, would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as a Director on account of his having reached any specified age, or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the company.

75 Vacation of office by Director

75.1 Without prejudice to the provisions for retirement (by rotation or otherwise) contained in these Articles, the office of a Director shall be vacated on the occurrence of any of the following events:-

75.1.1 if he ceases to be a Director by virtue of any provision of the Statutes, is removed from office pursuant to these Articles or becomes prohibited by law from acting as a Director;

75.1.2 if, not being an executive Director holding office as such for a fixed term or other minimum period which has not expired, he resigns by notice in writing under his hand left at the Office or tendered at a board meeting;

75.1.3 if, being such an executive Director, he offers in writing to resign and the Directors resolve to accept such offer;

75.1.4 if he becomes bankrupt, has a receiving order made against him or makes any arrangement or compounds with his creditors generally or applies to the court for an interim order under Section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act;

75.1.5 if in the United Kingdom or elsewhere an order is made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs, or if he is admitted to hospital pursuant to an application for treatment under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1960 or 1984 or lacks capacity with the Mental Capacity Act 2005 Section 2;

75.1.6 if he is absent from meetings of the Directors for six consecutive Months without leave and the Directors resolve that his office be vacated; or

75.1.7 if he is removed from office by notice in writing served upon him signed by all his co-Directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any agreement between him and the company.

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

76 Retirement and re-election

76.1 At every annual general meeting held after the date of adoption of these Articles, any Director in office at the date of the notice convening the annual general meeting shall retire from office and may offer himself for re-election by the members.

76.2 A retiring Director shall be eligible for re-election. A retiring Director who is re-elected shall be treated as continuing in office without a break.

76.3 At the annual general meeting at which any Director retires pursuant to Article 76.1, the company may appoint a person to the vacated office, fill any vacancies in the office of Director or appoint additional Directors, provided that the maximum number fixed in accordance with Article 62 is not exceeded. The company may also at any general meeting, if notice has been duly given, fill any vacancies in the office of Director, or appoint additional Directors, provided that the maximum number fixed in accordance with Article 62 is not exceeded.

76.4 At the meeting at which a Director retires under any provision of these Articles, the company may, by ordinary resolution, fill up the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default, the retiring Director shall be deemed to have been re-elected unless:

76.4.1 at such meeting it is expressly resolved not to fill up such office, or a resolution for the re-election of such Director is put to the meeting and lost;

76.4.2 such Director has given notice in writing to the company that he is unwilling to be re-elected; or

76.4.3 the default is due to the moving of a resolution in contravention of the next following Article.

77 Position of retiring Director

The retirement of a Director shall not have effect until the conclusion or adjournment of the meeting, except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost, and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without break.

78 Appointment of two or more Directors

A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any general meeting unless a resolution that it shall be so moved has first been agreed by the meeting without any vote being given against it and any resolution moved in contravention of this Article shall be void.

79 Eligibility of new Directors

No person other than a Director retiring at the meeting shall be eligible for appointment as a Director at any general meeting unless recommended by the Directors or not less than seven nor more than forty-two days (inclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office notice in writing, signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for appointment and also notice in writing signed by the person to be proposed of his willingness to be appointed and stating all such particulars of him as would, on his appointment, be required to be included in the company's register of directors.

80 Removal by company

80.1 In addition to any power of removal conferred by the Statutes, the company may by ordinary resolution of which special notice has been given remove any Director from office (notwithstanding any provision of these Articles or of any agreement between the company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement).

80.2 The company may by ordinary resolution appoint another person in place of a Director so removed from office.

80.3 In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.

81 Power of the company to appoint Directors

The company may by ordinary resolution appoint any person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director but so that the total

number of Directors shall not exceed any maximum number (if any) fixed in accordance with these Articles.

82 Power of the Directors to appoint Directors

82.1 The Directors shall have power at any time to appoint any person who is willing to act as a Director either to fill a vacancy or as an addition to the existing Directors but so that the total number of Directors appointed shall not exceed the maximum number (if any) fixed by or in accordance with these Articles.

82.2 Any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election.

ALTERNATE DIRECTORS

83.1 Any Director (other than an alternate director) may at any time by notice in writing and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate director, and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

83.2 A Director may at any time by notice in writing and deposited at the Office, or delivered at a meeting of the Directors, revoke the appointment of his alternate director and, subject to the provisions of Article 83.1, appoint another person in his place. The appointment of an alternate director shall determine on the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointor ceases to be a Director; but if a Director retires but is re-appointed or deemed to have been re-appointed at the meeting at which he retires any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

83.3 An alternate director shall (subject to him giving to the company an address at which notices may be served on him) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to exercise all the powers, rights, duties and authorities of his appointor as a Director, and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative but he shall count as only one for the purpose of determining whether a quorum is present. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor.

83.4 An alternate director shall not be required to hold any shares in the company and shall not be counted in reckoning the maximum number of Directors allowed by these Articles.

83.5 To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing provisions of Article 83.3 shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member.

83.6 An alternate director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles nor shall he be deemed to be the agent of the Director appointing him, but he shall be an officer of the company and shall alone be responsible to the company for his own acts and defaults.

83.7 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be

indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.

ASSOCIATE DIRECTORS

- 84.1 The Directors may from time to time appoint any manager or other person in the employment of the company or its holding company or any subsidiary undertaking of the company or of its holding company to be an associate director of the company.
- 84.2 Any associate director may be removed by resolution of the Directors at any time for any reason and without the giving of any notice in that behalf.
- 84.3 Until otherwise determined by the company in general meeting, the number of associate directors for the time being shall not exceed six.
- 84.4 An associate director appointed under this Article shall not be required to hold any shares in the company to qualify him for such office.
- 84.5 An associate director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the Directors.
- 84.6 The appointment, continuance in office, removal, powers, duties and remuneration of an associate director shall be determined by the Directors, with full power to make such arrangements as the Directors may think fit.
- 84.7 An associate director shall not except with and to the extent of the sanction of the Directors:-
- 84.7.1 have any right of access to the books of the company;
 - 84.7.2 be entitled to receive notice of or to attend at the meetings of the Directors;
or
 - 84.7.3 be entitled to participate in any other respect in the exercise of the collective powers or duties of the Directors or to exercise any of the powers or rights of a Director individually under these Articles, provided that no act shall be done by the Directors which would impose any personal liability on any associate director either under the Statutes or otherwise except with his knowledge.
- 84.8 An associate director shall not in any circumstances be entitled to vote at any meeting of the Directors.

MEETINGS AND PROCEEDINGS OF DIRECTORS

85 Meetings of Directors

Subject to the provisions of these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. Notice of a meeting of Directors shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose. Any Director may waive notice of any meeting and any such waiver may be retrospective.

86 **Quorum**

The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and, unless so fixed at any other number, shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers, authorities and discretions for the time being vested in or exercisable by the Directors.

87 **Voting**

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

88 **Limitations on voting of interested Directors**

88.1 Save as herein provided, a Director shall not vote in respect of any resolution of the Directors or a committee of the Directors concerning any contract, transaction, arrangement or any other proposal whatsoever to which the company is or is to be a party and in which he has any material interest, direct or indirect, otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

88.2 Subject to the provisions of the Statutes and these Articles, a Director shall (in the absence of some material interest, direct or indirect, other than as indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters:-

88.2.1 the giving of any guarantee, security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the company or any of its subsidiary undertakings;

88.2.2 the giving of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

88.2.3 any contract, transaction, arrangement or proposal concerning an offer of shares or debentures or other securities of or by the company or any of its subsidiary undertakings for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;

88.2.4 any contract, transaction, arrangement or proposal to which the company is or is to be a party concerning any other body corporate in which he is interested, directly or indirectly, and whether as an officer or shareholder or otherwise howsoever, provided that he (together with persons connected with him within the meaning of Section 252(2) of the 2006 Act) is not the holder of or beneficially interested in one per cent. or more of the issued shares of any class of such body corporate (or of any third body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purposes of this Article to be a material interest in all circumstances);

88.2.5 any contract, transaction, arrangement or proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes;

- 88.2.6 any contract, transaction, arrangement or proposal concerning the adoption, modification or operation of any scheme for enabling employees, including full time executive Directors, to acquire shares of the company and/or any of its subsidiary undertakings, or any arrangement for the benefit of employees of the company or any of its subsidiary undertakings under which the Director benefits in a similar manner to employees and which does not accord any Director as such any privilege or advantage not generally accorded to the employees to whom such scheme or arrangement relates; and
- 88.2.7 any contract, transaction, arrangement or proposal concerning any insurance against liability which the company is empowered to purchase and/or maintain for or for the benefit of any Directors or group of persons who include Directors or the funding of expenditure incurred or to be incurred by any Director in defending any criminal or civil (including regulatory) proceedings or in connection with an application under any of the provisions referred to in Section 205(5) of the 2006 Act.
- 88.3 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the company or any body corporate in which the company is interested, such proposals may be divided and considered in relation to each Director separately, and in such case each of the Directors concerned (if not debarred from voting under Article 88.1 or Article 88.2.4) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 88.4 For the purposes of this Article an interest of a person who is, for the purposes of the Statutes, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has.
- 88.5 If any question arises at any meeting as to the materiality of a Director's interest (other than the chairman's interest) or as to the entitlement of any Director to vote or be counted in the quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to any such Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned has not been fairly disclosed.
- 88.6 If any question arises at any meeting as to the materiality of the chairman's interest or as to the entitlement of the chairman to vote or be counted in a quorum, and such question is not resolved by his 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.
- 88.7 Subject to the provisions of the Statutes, the company may by ordinary resolution suspend or relax the provisions of this Article, either generally or in relation to any particular matter or ratify any transaction not duly authorised by reason of a contravention of this Article.

89 Powers of Directors if below minimum number

The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Director or Directors may act for the purpose of appointing an additional Director or Directors to make up such minimum or of summoning general meetings, but not for any other purpose. If there be no Director or Directors able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.

90 **Chairman**

The Directors may elect a chairman and deputy chairman and determine the period for which each is to hold office (and may at any time remove either from office). If no chairman or deputy chairman shall have been appointed, or if at any meeting neither be present within thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

91 **Resolutions in writing**

A resolution in writing duly executed by all the Directors for the time being entitled to receive notice of and to vote and to be counted in the quorum of a meeting of Directors, or by all members of a committee of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors (or committee, as the case may be) duly convened and held and may be contained in one document or in several documents in the same terms each executed by one or more Directors. A resolution executed by an alternate director need not also be executed by his appointor.

92 **Participation by telephone**

Any Director or his alternate may validly participate in a meeting of the Directors or a committee of the Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and entitled to vote. Subject to the Statutes, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of these Articles be deemed to be valid and effectively transacted at a meeting of the Directors or a committee notwithstanding that fewer than two Directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

93 **Delegation to committees**

93.1 The Directors may delegate any of their powers, authorities and discretions for such time upon such terms and subject to such conditions as they think fit to committees (with power to sub-delegate) consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Directors 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 Directors or by a committee authorised by the Directors.

93.2 Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. The Directors may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers and discharge any such committee in whole or in part.

93.3 Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee, but so that:-

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

93.3.2 no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors or alternate directors.

94 Proceedings of committees

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

95 Validity of proceedings of Directors and committees

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

BORROWING POWERS

96 Borrowing powers

The Directors may exercise all the powers of the company to borrow money and to mortgage or charge all or any part of its undertaking, property, assets (present and future) and uncalled capital, and, subject to the provisions of the Statutes, to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

POWERS OF DIRECTORS

97 General powers of Directors

97.1 The business of the company shall be managed by the Directors, who may exercise all such powers of the company as are not by the Statutes or by the memorandum of association of the company from time to time or by these Articles required to be exercised by the company in general meeting, subject nevertheless to any regulations, not being inconsistent with the Statutes or the memorandum of association of the company from time to time or these Articles, as may be prescribed by special resolution of the company.

97.2 No regulation so made by the company and no alteration of the memorandum of association or of these Articles shall invalidate any prior act of the Directors which would have been valid if such alteration or regulation had not been made.

97.3 The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

98 Local management

The Directors may, from time to time and at any time, establish any local or divisional boards or agencies for managing any of the affairs of the company and may appoint any persons to be members of such local or divisional board, or any managers or agents, and may fix their remuneration. The Directors may, from time to time and at any time, delegate to any local or divisional board, manager or agent so appointed any of its powers, authorities and discretions with power to sub-delegate (other than their power to make calls, forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such local or divisional board, or any of them, to fill

any vacancies and to act notwithstanding vacancies; and any such appointment or delegation may be made for such time, on such terms and subject to such conditions as the Directors may think fit. The Directors may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers and, subject to any terms and conditions expressly imposed by the Directors, the proceedings of any local or divisional board or agency with two or more members shall be governed by such of these Articles as regulate the proceedings of the Directors, so far as they are capable of applying.

99 Provision for employees on cessation or transfer of business

99.1 The Directors may, subject to Article 99.2, exercise the power to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

99.2 Any exercise by the Directors of the power to make provision of the kind referred to in Article 99.1 (including, without prejudice to the provisions of Articles 64, 65 and 66) for the benefit of directors, former directors or shadow directors employed or formerly employed by the company or any of its subsidiaries must be approved by an ordinary resolution of the company before any payment to or for the benefit of such persons is made.

100 Power of attorney

The Directors may by power of attorney or otherwise appoint any person or persons 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, upon such terms and subject to such conditions as they think fit. Such appointment may, if the Directors think fit, be made in favour of the members or any of the members of any local or divisional board, or in favour of any body corporate or of the members, directors, nominees or managers of any body corporate or unincorporate or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit. The Directors may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

101.1 Subject to the Statutes, the Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any agreement between him and the company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also appoint from time to time on such terms as they may think fit, one or more assistant or deputy secretaries. Anything required or authorised to be done by or to the Secretary may, if the Secretary is incapable of acting, be done by or to any assistant or deputy secretary.

101.2 Any provision of the Statutes 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 the place of, the Secretary.

SEAL AND EXECUTION OF DEEDS

102.1 The company may exercise the powers conferred by the Statutes with regard to having a common seal, official seal for use outside the United Kingdom, or official seal for

securities and such powers shall be vested in the Directors. The Directors shall provide for the safe custody of the seals.

- 102.2 Neither the common seal nor the Securities Seal shall be used without the authority of a resolution of the Directors or of a committee authorised by the Directors in that behalf. Every instrument to which either shall be affixed (subject to the provisions of Article 14) shall be signed autographically by one Director and the Secretary or by two Directors.
- 102.3 Subject always to Article 14, certificates for shares or debentures or other securities of the company the Directors may by resolution determine that such signatures shall be dispensed with or affixed by some method or system of mechanical signature or may be printed thereon.
- 102.4 The Securities Seal shall be used only for sealing securities issued by the company and documents creating or evidencing securities so issued. Any such securities or documents sealed with the Securities Seal need not be signed or, if signed, any signature may be affixed by some method or system of mechanical signature or may be printed thereon.

AUTHENTICATION OF DOCUMENTS

- 103.1 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the company and any resolutions passed by the company or the Directors or any committee, and any books, records, documents and accounts relating to the business of the company, and to certify copies thereof or extracts therefrom as true copies or extracts.
- 103.2 A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of proceedings at a duly constituted meeting.

RESERVES

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

DIVIDENDS

105 Declaration of dividends

Subject to the provisions of the Statutes and of these Articles, the company may by ordinary resolution declare dividends to be paid to the members according to their respective rights and interests in the profits of the company, but no such dividend shall exceed the amount recommended by the Directors.

106 Fixed and interim dividends

Subject to the provisions of the Statutes, if and so far as in the opinion of the Directors the profits of the company justify such payments, the Directors may declare and pay the

fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which rank after shares conferring preferred rights with regard to dividends as well as on shares with preferred rights, unless at the time of payment any preferential dividend is in arrear and, provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferred rights.

107 Entitlement to dividends

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

108 Profits available for distribution

No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.

109 Purchase of securities, property or business

Subject to the provisions of the Statutes, where any property or business is bought by the company as from a past date the profits and losses thereof as from such date may, at the discretion of the Directors, be carried as to the whole or any part thereof to revenue account and treated for all purposes as profits or losses of the company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may, at the discretion of the Directors, be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

110 Dividends bear no interest

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

111 Calls or debts may be deducted from dividends

The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to shares of the company.

112 Retention of dividend

The Directors may retain any dividend or other moneys payable on or in respect of a share on which the company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

113 Withholding of dividend on transmission

The Directors may defer payment of any dividend payable on or in respect of a share in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such share or shall transfer the same.

114 **Waiver of dividend**

The waiver, in whole or in part, of any dividend on any share by any document (whether or not executed as a deed) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the company and if and to the extent that the same is accepted as such or acted upon by the company.

115 **Unclaimed dividends**

All unclaimed dividends, interest or other sums payable may be invested or otherwise made use of by the Directors for the benefit of the company until claimed. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the company.

116 **Uncashed dividends**

If cheques, warrants or orders for dividends or other moneys payable in respect of a share sent by the company to the person entitled to it are returned to the company or left uncashed on two consecutive occasions the company shall not be obliged to send any dividends or other moneys payable in respect of that share due to that person until he notifies the company of an address to be used for the purpose.

117 **Payment of dividends in specie**

The company may, upon the recommendation of the Directors, by ordinary resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other body corporate) and the Directors shall give effect to such resolution, and, where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates (or ignore fractions), may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

118 **Method of payment of dividends**

118.1 Any dividend or other money payable in respect of a share may be paid by cheque or warrant or similar financial instrument sent by ordinary post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register or to such person and to such address as the person or persons entitled may in writing direct. Every cheque or warrant or similar financial instrument shall be made payable to, or to the order of, the person or persons entitled or to such other person as the person or persons entitled may in writing direct.

118.2 Any such dividend or other money may be paid by any other method (including by direct debit, bank transfer or otherwise electronically) which the Directors consider appropriate (including in respect of uncertificated shares, where the Directors are authorised to do so by or on behalf of the holder or joint holders in such manner as the Directors shall from time to time consider sufficient, by means of the relevant system concerned and subject always to the facilities and requirements of that relevant system.

118.3 Payment by direct debit, bank transfer or otherwise electronically pursuant to Article 118.2 shall be made to the bank or other account of the person otherwise entitled to receive payment by cheque or warrant or similar financial instrument pursuant to this Article 118 details of which account have been provided to the company in writing by the

person entitled to receive the same, save in respect of payments through a relevant system which shall be made in such manner as is consistent with the facilities and requirements of the relevant system, including by the sending of an instruction to the operator of the relevant system to credit the cash memorandum account of the person entitled to receive payment or to such other person as the person or persons entitled may in writing direct.

- 118.4 The company may cease to send any cheque or warrant or similar financial instrument (or to use any other method of payment) for any dividend payable in respect of a share if, in respect of at least two consecutive dividends payable on that share, the cheque or warrant or similar financial instrument has been returned undelivered or remains uncashed (or that other method of payment has failed), or after only one occasion if reasonable enquiries by the company have failed to establish any new address of the registered holder, but, subject to the provisions of these Articles, shall recommence sending cheques or warrants or similar financial instruments (or using another method of payment) for dividends payable on that share if the person or persons entitled so request.
- 118.5 Payment by such cheque or warrant or similar financial instrument or the collection of funds from, or transfer of funds by, any bank or other person so authorised on behalf of the company in accordance with such direct debit or bank transfer or by electronic means (including the making of a payment in accordance with the facilities and requirements of a relevant system) shall be an absolute discharge to the company.
- 118.6 Any one of joint holders or other persons jointly entitled to a share as aforesaid may give valid receipts for any dividend or other money payable in respect of the share.
- 118.7 Payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it and any dividend unclaimed after a period of 12 years from the date of declaration of such dividend, or from the date such dividend becomes due for payment, shall be forfeited and shall revert to the company.

119 **Receipt of dividends**

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, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

120 **Record date for dividends**

Any resolution declaring a dividend on shares of any class, whether a resolution of the company in general meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to capitalisations to be effected pursuant to the next following Article.

CAPITALISATION OF PROFITS AND RESERVES

- 121 The Directors may with the authority of an ordinary resolution of the company:-
- 121.1 subject as hereinafter provided, resolve to capitalise any retained earnings of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any amount standing to the credit of the company's share premium or capital redemption reserve;

- 121.2 appropriate the sum resolved to be capitalised to the holders of the ordinary shares in proportion to the nominal amounts of the ordinary shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if those shares were fully paid and that sum were then distributable and it 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 shares or debentures of the company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up shares to be allotted to holders of the ordinary shares credited as fully paid;
- 121.3 resolve that any shares so allotted to any member in respect of a holding by him of any ordinary shares which are not fully paid shall rank for dividend only to the extent that the latter shares rank for dividend;
- 121.4 where any difficulty arises with regard to any distribution of any capitalised reserve or other sum, settle the matter as they think expedient and, in particular, make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions (including provision for fractional entitlements to be disregarded or the benefit thereof to accrue to the company rather than to the members otherwise entitled thereto); and
- 121.5 authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for either:-
- 121.5.1 the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation; or
- 121.5.2 the payment up by the company on behalf of such members by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts of any part of the amounts remaining unpaid on their existing shares, any agreement made under such authority being binding on all such members.

PAYMENT OF SCRIP DIVIDENDS

- 122.1 Without prejudice to the provisions of Articles 57, 105 and 106, the Directors may offer members (or holders of a particular class of shares) the right to elect to receive shares credited as fully paid, in whole or in part, instead of cash in respect of all or any part of such dividend or dividends as may be declared by the company pursuant to Article 105 or, as the case may be, by the Directors pursuant to Article 106, subject to such exclusions or restrictions as the Directors may, in their absolute discretion, deem necessary or desirable in relation to compliance with legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory.
- 122.2 The following provisions shall apply in such circumstances:-
- 122.2.1 the Directors shall not exercise their powers under this Article 122 in respect of a particular dividend or dividends unless the company by ordinary resolution has authorised the exercise of those powers in respect of that dividend or dividends or in respect of dividends (including that dividend or dividends) to be declared or paid during or in respect of a specified period, which period may not end later than the beginning of the annual general meeting next following the date of the meeting at which the ordinary resolution is passed;

- 122.2.2 the basis of allotment of shares shall be determined by the Directors so that, as nearly as may be considered convenient without involving any rounding up of fractions, the Relevant Value (as determined below) of the new shares to be allotted instead of any cash dividend shall be as nearly as possible equal to (but not more than) such cash amount (disregarding any associated tax credit). For the purpose of this Article 122, the Relevant Value shall be calculated by reference to the average of the middle market quotations of the company's shares as derived from the Daily Official List of the London Stock Exchange on the business day on which the shares are first quoted "ex" the relevant dividend and the four subsequent business days or shall be determined by or in accordance with the ordinary resolution. A certificate or report by the Auditors as to the amount of the Relevant Value in respect of any dividend shall (if the Directors determine such certificate or report to be necessary in the circumstances) be conclusive evidence of that amount and on giving such a certificate or report the Auditors may rely on advice or information from brokers or other sources of information as they think fit;
- 122.2.3 no member may receive a fraction of a share. The Directors may make such provisions as they think 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 accumulated on behalf of any member; and such accruals may be paid to such member on a following dividend payment date or applied to the allotment by way of bonus to or cash subscription on behalf of such member for fully paid shares. Without prejudice to the foregoing, for the purposes of making provision for the treatment of fractional entitlements, the Directors may in their absolute discretion distinguish between members who have made an election in respect of future rights and members who have so elected in respect only of a particular cash dividend entitlement;
- 122.2.4 the Directors may make such arrangements as they consider necessary or expedient in relation to any offer to be made pursuant to this Article 122 and, without prejudice to the foregoing, the Directors shall, after determining the basis of allotment, notify the members in writing of any right of election offered to them and shall send forms of election (whether in respect of a particular dividend or dividends generally) and specify the procedure to be followed for making or revoking such elections and the place at which, and the latest time by which, duly completed forms of election and any other relevant document must be lodged in order to be effective;
- 122.2.5 the dividend (or that part of a dividend in respect of which a right of election has been offered) shall not be declared or payable on shares in respect of which an election has been duly made ("Elected Shares") and instead new shares of the relevant class shall be allotted to the holders of the Elected Shares on the basis of allotment calculated as stated in Article 122.2.2. For such purpose, the Directors shall capitalise out of such of the amounts standing to the credit of the company's reserves (including any share premium account or capital redemption reserve), or out of any of the profits which could otherwise have been applied in paying dividends in cash as the Directors may determine, a sum equal to the aggregate nominal amount of the new shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued shares for allotment and distribution to and amongst the holders of the Elected Shares on such basis;
- 122.2.6 the new shares so allotted shall be allotted as of the record date for the dividend in respect of which the right of election has been offered and shall rank pari passu in all respects with the fully paid shares of that class then

in issue save only as regards participation in the dividend in place of which they were allotted;

- 122.2.7 the Directors may do all acts and things considered necessary or expedient to give effect to the allotment and issue of any shares in accordance with the provisions of this Article 122 and may authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for such allotment and incidental matters, any agreement made under such authority being binding on all such members;
- 122.2.8 for the avoidance of doubt, every duly effected election shall be binding on every successor in title to the Elected Shares (or any of them) of the member or members who have effected the same.

NOTICES

123 Service of notice on members

- 123.1 The company communication provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts (as defined in the 2006 Act) but to be sent or supplied by or to the company pursuant to these Articles.
- 123.2 The provisions of Section 1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the company as if the words “and the Articles” were inserted after the words “the Companies Acts” in Section 1168(1) and 1168(7).
- 123.3 The company may, subject to the provisions of the 2006 Act, send or supply documents or information to members by making those documents or that information available on a website.
- 123.4 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the company to its members under the Companies Acts or pursuant to these Articles as if:
- 123.4.1 Section 1147(2) were deleted and replaced with the following:
- “Where the document or information is sent by post (whether in hard copy or electronic form) and the company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient (a) where first class post was used, 24 hours after it was posted; or (b) where first class post was not used, 48 hours after it was posted.”;
- 123.4.2 in Section 1147(3) the words “48 hours after it was sent” were deleted and replaced with the words “when sent”, notwithstanding that the company may be aware of the failure in delivery of such document or information. Without prejudice to such deemed receipt, if the company is aware of the failure in delivery of a document or information sent by electronic means and has sought to send or supply the document or information by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt.
- 123.4.3 a new Section 1147(4)(A) were inserted as follows:
- “Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) to an address and the company is able to show that it was properly addressed and sent at the cost of the company, it is deemed to have been received by the intended recipient when delivered.”; and

- 123.4.4 Section 1147(5) were deleted.
- 123.5 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by Section 1147(3) of the 2006 Act and that the document or information was sent or supplied.
- 123.6 A document or other information in electronic form found by the company to contain a computer virus shall not be accepted by the company and shall be invalid.
- 123.7 If the company sends two consecutive documents or pieces of information to a member over a period of not less than 12 Months and:
- 123.7.1 each of them is returned undelivered; or
- 123.7.2 the company receives notification that neither of them has been delivered,
- 123.7.3 that member ceases to be entitled to receive documents or information from the company.
- 123.8 A member who has ceased to be entitled to receive documents or information from the company shall become entitled to receive documents or information again by sending the company:
- 123.8.1 a new address to be recorded in the Register; or
- 123.8.2 if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.
- 123.9 The company shall not be responsible for any failure in communication beyond its control. Any accidental failure to send any document or information to any person entitled to it under these Articles, or the non-receipt by any such person of such document or information, shall be disregarded.
- 123.10 Subject to the Statutes and to the provisions of these Articles, the company may also communicate a document or information to a member by a relevant system, provided that the member has agreed with the company to accept communication by a relevant system either in relation to the particular communication concerned or in relation to communications generally or in relation to the particular class of communications which includes the particular communication concerned.
- 123.11 If a document or information is sent by a relevant system, it shall be treated as being delivered when the company (or a sponsoring system-participant acting on its behalf) sends the issuer-instruction relating to the document or information.
- 123.12 In proving delivery of a document or information by a relevant system, it shall be sufficient to show that it was properly addressed and put into the relevant system with any fee or charge payable for communication paid or otherwise accounted for.
- 124 **Notice in case of death or bankruptcy**
- 124.1 A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service or delivery shall for all purposes be deemed a sufficient

service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

- 124.2 Until an address has been supplied in accordance with Article 124.1, any notice or document delivered or sent by post or in electronic form to or left at the address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the company have notice of his death or bankruptcy, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or first-named joint holder.

125 Notice binding on transferees etc

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 served by the company under Section 783 of the 2006 Act) which, before his name is entered in the Register, has been duly served on or delivered to a person from whom he derives his title.

UNTRACED SHAREHOLDERS

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

126.1.1 for a period of not less than 12 years (throughout which period the share shall have been in issue) at least three cash dividends in respect of the shares in question have become payable and no cheque, order or warrant sent by the company through the post in a prepaid envelope addressed to the member or to the person entitled by transmission to the share at his address on the Register, or at his last known address given by the member or the person entitled by transmission to which cheques and warrants are to be sent, has been cashed or the payment been satisfied by the transfer of funds to a designated bank account and so far as any Director at the end of that period is then aware, no communication has been received by the company that would enable the company to trace such member or the person entitled by transmission and no dividend has been claimed by the person entitled to it;

126.1.2 (subject to prior consultation with and approval of the advertisements by the London Stock Exchange) the company has at the expiration of the period of 12 years referred to in Article 126.1.1 by advertisement in both a London daily newspaper and in a newspaper circulating in the area in which the address referred to in Article 126.1.1 is located given notice of its intention to sell such share;

126.1.3 the company has not, during the further period of 3 Months after the date of the advertisements (or the later advertisement if the two advertisements are published on different dates) and prior to the exercise of the power of sale, received any communication that would enable the company to trace such member or person entitled by transmission; and

126.1.4 if any shares of the company are listed or dealt in on the London Stock Exchange, the company has first given notice in writing to the London Stock Exchange of its intention to sell such share.

- 126.2 To give effect to any such sale the Directors may subject (in the case of uncertificated shares) to the provisions of the Regulations and the facilities and requirements of the relevant system, appoint any person to execute as transferor an instrument of transfer of such share, and such instrument of transfer shall be as effective as if it had been executed by the registered holder of, or person entitled by transmission to, such share. The purchaser shall not be bound to see to the application of the purchase money and

the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale.

- 126.3 The company shall account to the member or other person entitled to such share for the net proceeds of such sale and shall be deemed to be his debtor, and not a trustee for him, in respect of the same.
- 126.4 Until accounted for to the member or other person entitled to such share the net proceeds of sale shall be carried to a separate account and shall be a permanent debt of the company. Monies carried to such separate account may for the benefit of the company either be employed in the business of the company or invested in such investments (other than shares of the company or its holding company if any) as the Directors may from time to time think fit. No interest shall be payable in respect of such moneys and the company shall not be required to account for any money earned on them.
- 126.5 If during the period of not less than 12 years referred to in Article 126.1.1 or during any period ending on the date when all requirements of Article 126.1 have been satisfied any additional shares have been issued in right of those held at the beginning of, or previously so issued during, such periods and all the requirements of Article 126.1 have been satisfied in regard to such additional shares, the company shall also be entitled to sell the additional shares.

WINDING UP

- 127 If the company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, with the authority of a special resolution, divide among the members in specie or in kind the whole or any part of the assets of the company, whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and determine how such division shall be carried out as between the members or different classes of members.

COMMUNICATIONS BY A RELEVANT SYSTEM

- 128.1 Subject to the Statutes and to the provisions of these Articles, the company may also communicate a document or information to a member by a relevant system, provided that the member has agreed with the company to accept communication by a relevant system either in relation to the particular communication concerned or in relation to communications generally or in relation to the particular class of communications which includes the particular communication concerned.
- 128.2 If a document or information is sent by a relevant system, it shall be treated as being delivered when the company (or a sponsoring system-participant acting on its behalf) sends the issuer-instruction relating to the document or information.
- 128.3 In proving delivery of a document or information by a relevant system, it shall be sufficient to show that it was properly addressed and put into the relevant system with any fee or charge payable for communication paid or otherwise accounted for.

DESTRUCTION OF DOCUMENTS

- 129 Subject to compliance with the rules (as defined in the Regulations) applicable to shares in uncertificated form, the company may destroy:-

- 129.1.1 any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
 - 129.1.2 any mandate for the payment of dividends or other moneys or any variation or cancellation of the same or any notification of change of name or address at any time after the expiry of two years from the date such mandate, variation, cancellation or notification was recorded by the company;
 - 129.1.3 any instrument of transfer of shares (including any document constituting the renunciation of an allotment of shares) which has been registered at any time after the expiry of six years from the date of registration; and
 - 129.1.4 any other document on the basis of which any entry in the Register is made at any time after the expiry of six years from the date an entry in the Register was first made in respect of it.
- 129.2 It shall be presumed conclusively in favour of the company that every share certificate so destroyed was a valid certificate validly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars hereof in the books or records of the company, provided always that:-
- 129.2.1 the provisions of this Article 129 shall apply only to the destruction of a document in good faith and without express notice to the company that the preservation of such document was relevant to a claim;
 - 129.2.2 nothing contained in this Article 129 shall be construed as imposing upon the company any liability in respect of the destruction of any such document earlier than provided for in this Article or in any case where the conditions of this Article are not fulfilled; and
 - 129.2.3 reference in this Article to the destruction of any document includes references to its disposal in any manner.

INDEMNITY

- 130.1 Subject to the provisions of, and so far as may be permitted by, the Statutes, but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Secretary or other officer of the company or of any associated company of the company shall be entitled to be indemnified by and out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including any liability incurred by him in defending any proceedings, civil or criminal (including regulatory), which relate to anything done or omitted, or alleged to have been done or omitted, by him as an officer or employee of the company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted, or in connection with any application under any statute for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company in which relief is granted to him by the Court.
- 130.2 The company shall indemnify every person who is a director of a company that is a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act) out of the assets of the company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme.

- 130.3 The Directors may exercise all the powers of the company to purchase and maintain insurance for any Director or other officer (including former Directors and other officers) of the company or of any associated company of the company or a trustee of any pension fund or employee benefit trust for the benefit of any employee of the company or of any associated company of the company.
- 130.4 The Directors may, subject to the provisions of the Statutes, exercise the powers conferred on them by Section 205 of the 2006 Act to:
- 130.4.1 provide funds to meet expenditure incurred or to be incurred in defending proceedings referred to in that Section or in connection with an application for relief referred to in that Section; or
- 130.4.2 take any action to enable such expenditure not to be incurred.
- 130.5 In this Article, “associated company” has the meaning given to it in Section 256 of the 2006 Act.

LIMITED LIABILITY

- 131 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.