The Companies Acts 1985 and 1989

Private Company Limited by Shares

Company Number 4526969

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

- DAVID PETTINGALE LIMITED

THE SHORT - 15THT

MENUB LTD.

Incorporated the 5TH day of SEPTEMBER 2002

ASHCROFT CAMERON

4 Rivers House Fentiman Walk Hertford Herts SG14 1DB

Tel: (01992) 583200 Fax: (01992) 509059



PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

DAVID PETTINGALE LIMITED

- 1. The Company's name is David Pettingale Limited.
- 2. The Company's Registered Office is to be situated in England & Wales.
- 3. The Company's objects are:
- (a) To carry on all or any of the businesses of a stress management and commission company and in this connection to carry on any business for profit, directly or indirectly, whether by itself and in its own name or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere, in all or any of its branches any business, undertaking, project or enterprise of any character whether private or public and all or any trades, activities and processes connected therewith or ancillary and complementary thereto and as an investment, holding and management company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company; to carry on all or any of the businesses of general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, agents, representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, electric, industrial and agricultural equipment and items and accessories and spare parts of every description, franchise operators; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in electronic and engineering equipment of every kind, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance, technical, economic and financial matters; to create establish and maintain on organisation for the purchase, sale, vending, distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description; to carry on the business of haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale land and buildings and other property of any tenure or any interest therein; and to act as merchants generally.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to increase the value of or make more profitable all or any of its properties, assets, rights or interests.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, copyright, know how, licences, secret processes, trade and service marks, designs, protections and concessions and to disclaim, alter, modify, renew, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company, or to acquire any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with any of the property and effects of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with or dispose of any investment made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit, loan or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding to it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, documents of title and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (1) To enter into any arrangements with any Government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or the securities of the Company.
- To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the company, its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or undertaking any business or operations which may appear likely to assist or benefit the company or to enhance the value of any property or business of the company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.
- (s) To sell or otherwise dispose of the whole or part of the business or property of the company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (t) To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the company may consider desirable and without prejudice to the generality thereof and with or without the company receiving any consideration to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the company or otherwise) for the performance of the obligations of any company, firm or person and the payment of the principal of the dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.
- (u) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the company, and to exchange or convert from time to time any such securities.
- To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any (v) arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the company's funds to any association or fund calculated directly or indirectly to benefit the company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the company or such person, firm or other company, subject to the liabilities of the company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary or deferred) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the company, or such as may be deemed likely to advance in any way the interests of the company.
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To procure the company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them, in any part of the world.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere and the word "Members" shall, unless the contrary intention appears, be deemed to include the singular as well as the plural thereof.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company.

I, the Subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES TAKEN BY SUBSCRIBER

A.C. Directors Limited 4 Rivers House Fentiman Walk Hertford Herts SG14 1DB ONE

For and on behalf of A.C. Directors Limited

Dated this 3rd day of September 2002

Witness to the above Signature:

Brian Anthony Phasey 4 Rivers House Fentiman Walk Hertford Herts SG14 1DB

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

DAVID PETTINGALE LIMITED

PRELIMINARY

- Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F)
 Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as
 further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (hereinafter referred
 to as "Table A") shall apply to the Company.
- 2. Regulations 8, 64, 73 to 80 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof "and in any Articles adopted the same".

INTERPRETATION

- 3. In these Articles
 - (a) the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
 - (b) the words "member" and "members" shall, unless the contrary intention appears, be deemed to include both the plural and singular tenses thereof.

SHARE CAPITAL

4. The capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.

ALLOTMENT OF SHARES

5. (a) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.

- (b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the company stated in Article 4 hereof. The said authority will expire five years from the date of adoption of these Articles unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.
- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 6. The pre-emption provisions of Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

LIEN ON SHARES

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

COMPANY SEAL

9. The Company need not have a company seal. The Directors may execute under the signature of any two of them or any one of them and the company secretary as they may determine and pursuant to Sections 36A and 36B of the Act deliver any document so as to have the same effect as a deed. The obligation under the second sentence of Regulation 6 of Table A and all of Regulation 101 of Table A apply only if the Company has a seal.

GENERAL MEETINGS AND RESOLUTIONS

- 10. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
- In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

SINGLE MEMBER

- 12. If and for so long as the company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member of (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
 - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the Chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.
 - (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
 - (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

DIRECTORS

- 13. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.
- 14. The Directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
- 15. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- 16. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

- (a) A Director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
 - (b) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

INDEMNITY

20. Subject to the provisions of section 310 of the Act every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.

NAME AND ADDRESS OF SUBSCRIBER

A.C. Directors Limited 4 Rivers House Fentiman Walk Hertford Herts SG14 1DB

For and on behalf of A.C. Directors Limited

Dated this 3rd day of September 2002

Witness to the above Signature:

Brian Anthony Phasey 4 Rivers House Fentiman Walk Hertford Herts SG14 1DB The regulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association.

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No. 3373), is reprinted below.

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

In these articles

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the articles' means these articles.

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

'communication' means the same as in the Electronic Communications Act 2000.

'electronic communication' means the same as in the Electronic Communications Act 2000.

'executed' includes any mode of execution.

tered office of the company

'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

'the seal' means the common seal of the company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on

Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, and share may be issued with such rights or restrictions as the company may by ordinary resolution determine.

Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be

The company may exercise the powers of paying commissions conferred by the Act. Subject to provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

Except as required by law, no person shall be recognised by the company as holding any share upo any trust and (except as otherwise provided by the articles or by law) the company shall not by bound by or recognise any interest in any share except an absolute right to the entirely thereof in the holder.

Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for each certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

no one part review share or a common convery or an or unert.
If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in in to evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

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) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part axempt from the provisions of this regulation.

The company's lien on a share shall extend to any amount payable in respect of it.

The company's lien on a share shall extend to any amount payable in respect of it.

The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may

10. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

11. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for surrender). cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was

A call shall be deemed to have been made at the time when the resolution of the directors authorizing

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of alliotment of the share or in the notice of the call, or if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.

An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a tween the holders in the amounts and times of payment of calls on their shares

If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the amount unpaid together with any interest which may have accound. The notice shall name the place where payment is to be made and shall ate that if the notice is not compiled with the shares in respect of which the call was made will be liable to be

19. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

Subject to the provisions of the Act, a forfeited share may be sold, re-alicited or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be sterred to any person the directors may authorise some person to execute an instrument of transfer of the

21. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited by shall remain liable to the company for all moneys which at the date of forfeiture where presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture units nent but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on

The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless -

it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

it is in respect of only one class of shares; and

it is in favour of not more than four transferees.

If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine

- 27 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
- The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

- If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall rel estate of a deceased member from any liability in respect of any share which had been jointly held by him.
- A person becoming entitled to a share in consequence of the death of bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of the shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

- The company may by ordinary resolution
 - increase its share capital by new shares of such amount as the resolution prescribes; (a)
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - subject to the provision of the Act, sub-divide its shares, or any of them, into shares of (c) smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - cancel shares which, at the date of the passing of the resolution, have not been taken or (d) agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, self the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the direction of, the purchaser. The transferee shall not be bound to see to the application of the purchas money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in
- Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

- All general meetings other than annual general meetings shall be called extraordinary general 36.
- The directors may call general meetings and, on the requisition of members pursuant to the 37 provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

- An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days" notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed
 - in the case of an annual meeting, by all the members entitled to attend and vote thereat; (a) and
 - in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present and willing to act, he shall be chairman.
- 43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman
- A director shall, notwithstanding that he is a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.

- The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted, otherwise, it shall not be necessary to give any such notice.
- A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a politis duly demanded. Subject to the provisions of the Act, a poll may be demanded -
 - (a) by the chairman; or
 - by at least two members having the right to vote at the meeting; or
 - by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or (c)
 - by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

- Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shalf be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the man and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands chai declared before the demand was made.
- A poli shall be taken as the chairman directs and he may appoint scutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- in the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.
- A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poil demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the result of a show of hands and the demand id duly withdrawn, the meeting shall continue as if the demand had not
- No notice need be given of a poll not taken forthwith 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.
- A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTE OF MEMBERS

- Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
- In the case of joint holders 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 seniority shall be determined by the order in which the names of the holders stand in the register of members.
- 56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be
- 57. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
- No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- On a poil votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
- The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

PLC/Limited being a member/ members of the above-named company, hereby appoint of ,or failing him,

,as my/ our proxy to vote in my/ our name(s) and on my/ our behalf at the annual/extraordinary general meeting of the company to be held on and at any adjournment thereof.

Signed on 10

Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

Pt CA imited I/We, . of. being a member/ members of the above-named company, hereby appoint of ,or failing him, ,as my/ our proxy to vote in my/ our name(s) and on my/ our behalf

at the annual/ extraordinary general meeting of the company to be held on and at any adjournment thereof.

Signed on This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 "for "against Resolution No. 2 *for *against *Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

20 day of Signed this

The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may
(a) in the case of an instrument in writing, be deposited at the office or such other place within the

- United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote: or
- in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -

in the notice convening the meeting, or

in any instrument of proxy sent out by the company in relation to the meeting, or

in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,
be received at such address not less than 48 hours before the time for holding the meeting or

- adjourned meeting at which the person named in the appointment proposes to vote; in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, (c) be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poil demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

An alternate director shall cease to be an alternate director if his appointer ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed 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 reappointment.

Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors

Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such condition as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors They may also delegate to any managing director or any director holding any other executive office such of their Inter may also consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the acclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall ratire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.

Subject to the provisions of the Act, the directors to retire by rotation shall be those who ha longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless -

he is recommended by the directors; or (a)

not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors with notice executed by that person of his willingness to be appointed or reappointed.

Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of the person which would, if he were so appointed, be required to be included in the company's register of directors.

Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number accinonal director, provided that the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

80. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be

reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if -

- he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

he is, or may be, suffering from mental disorder and either -

- he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

he resigns his office by notice to the company; or

he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his (e) office be vacated.

REMINERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day io day.

DIRECTORS' EXPENSES

The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duti

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or ent with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -

may be a party to, or otherwise interested in, any transaction or arrangement with the company (a) or in which the company is otherwise interested;

may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

For the purpose of regulation 85 -

- a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the (a) director has an interest in any such transaction of the nature and extent so specified; and
- an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

UNITECTIONS GRAFITED AND PERSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any

PROCEEDINGS OF DIRECTORS

Subject to the provision of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent form the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his

appointer is not present, be counted in the quorum.

90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

The directors may appoint one of the their number to be the chairman of the board of directors and 91. The directors may appoint one of the men number to be the charmen of the board of one-close may it any time remove him from the office. Unless he is willing to do so, the director appointed may any time remove him from the office. Unless he is willing to do so, the director habitan must office and any time remove him from the office which he is remeand. But it there is no director habitan must office and the property of the other massive at the other massive and the other mas may at any time remove him from the office. Unless he is present, but it there is no director holding that office, or preside at every meeting of directors at which he is present. But it there is no director holding that office, or is not amount within the minutes when the same amount is the director holding is in transfer to preside or is not amount within the minutes when the same amounts of the directors is the same amounts. presents at every meeting of directors at which he is present. But it mere is no director holding trial office, the fire director holding it is unwilling to preside or is not present within five minutes after the time appointed in the director holding it is unwilling to preside or is not present within five minutes after the time appointed to the charge of the management of the managemen

IN WIRE DIFFERENCE FORWARD IN IN THE WIRE WAS A POINT ON THE PRESENT WITHIN THE MINUTES HERE THE WIRE SUPPLY TO THE MERCHAN OF THE MINUTES PRESENT MBY SUPPLY AND THE MERCHAN OF THE ADMINISTRATION OF mesond, we omerans present may appoint one in uron trainers in or institute in our trainers.

All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a committee of directors, or dry a person acting as a committee of directors, or dry a person acting as a committee of the committee of t W. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall notwinistanding that it be affected that there was a defect in the appointment of any person of the property of the committee of the committee of directors, or by a person acting that it be affected that there was a defect in the appointment of the committee of CHROCOT STREET, NOWWINSSERVING THAT IS ON DISPUNSIES OBSCIONATED THAT THEIR WAS B DETECT IN THE APPOINTMENT OF THE ANY OF THEIR WATER OF THEIR WATER AS A MAKE ANY OF THEIR WATER AS A MAKE AND ASSESSED THE ANY OF THEIR WATER AS A MAKE AND ASSESSED THE ANALYSIS OF THEIR WATER AS A MAKE AND ASSESSED THE ANALYSIS OF THEIR ASSESSED THE ANALYSIS OF THE A any director of that any of them were disquamed from indulting other, of had vacetail office, or were not entitled to york, be as yellid as if every such person has been duly appointed and was qualified and had profited for his a remarkant sounds.

ued to be a director and had been entitled to vote.

A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors. 93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or of the standard and beautiful and transfer or of the standard and transfer or of the standar continued to be a director and had been entitled to vote. or or a committee or descripts shall be as valid and emocrate as it is had been passed at a meeting of directors of (as the case may be) a committee of directors duly convened and held and may consist of emocrat frommante in the like from any change by a control to the control of the contro precious or less the case may be a committee of directors duly convened and neal and may consist of several documents in the like form each signed by one of more directors, but a resolution signed by an apparatus directors made has also be considered by the convened and the contract by several documents in one was form each eighed by one or more directors; but a resolution eighed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate internate in the account.

american ownersor need not also be signed by his appointer and, if it is signed by a direct appointed an alternate director, it need not be signed by the alternate director in that capacity.

A case we observable provided by the area where the street and the street area and the street area. and an elemnate director, it need not be signed by the alternate director in that capacity.

Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a 24. Save as omerwise provided by the amotes, a director shall not vote at a meeting of directors of of a committee of directors on any resolution concerning a matter in which he had, directly or indirectly, an indirector of directors of any resolution concerning a matter in which he had, directly or indirectly, an indirect or directly or indirectly and any other concerning and concerning any other concerning and concerning any other concerning and concerning any other concerning and concerning any other concerning and concerning any other concerning comminse or arrectors on any resolution concerning a minior in which his nationals of the company unless interest or duty which is material and which conflicts or may conflict with this interests of the company unless the interest or duty which is material and which conflicts or may conflict with this interests of the company unless.

interest or duty which is majorist and which complete or may connect with the following paragraphs.

This interest or duty which is majorist and which connects or may connect with the following paragraphs. the resolution relative to the giving to thirt of a questioned, security, or indemnify in respect of une resources researce to the givens to then or a quarantee, security, or excepting or any of its money lent to, or an obligation incurred by him for the benefit of, the company or any of its

subsidiaries.
The resolution relates to the giving to a third party of guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has a subsidiaries for which the director has a subsidiaries for which the director has

respond to an unmandorn of the contribute of bart and whether alone of jointly with others under a where the experiment of the purposition of agreeing to subscribe for any shares. This interest arises by virtue of his subscribing or agreeing to subscribe for any shares.

tion sources arrives by whose of the company of any of its substitutes or by white of the necessaries in other securines of the trindparty or sety of as subspicious or or various of the beginning of an userily, or intercent in uscome, a participant in use underwining or sub-underwining of any of its offer of any such shares, dependings, or other securities by the company of any of its

substructives for subscription, purchase or exchange; the resolution relates in any way to a referencent benefits scheme which has been appropriately the resolution relates in any way to a referencent benefits scheme the resourcen religious in any way to a representant denoms screene which has been at or is conditional upon approval, by the Board of Inland Revenue for laxation purpose or is concinonal upon approval, by the source of the act (excluding any for the purposes of this regulation, an interest of a person who is, for any purposes of the act (excluding any purposes of this regulation). For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (exculoning any standary modification thereof had in force when this regulation becomes binding an improved the artisectory modification thereof had in force when this regulation becomes the national to an alternate and interest of the attention and in national to an alternate summery measurement not it force when this requirement becomes binding on the company), sometical with a director shall be traded as an interest of the director and, in relation to an alternate director with a director shall be traded as an interest of the alternate minutes and account account and account and account account and account and account account account and account account and account account account and account account and account account account account and account acc connected with a director shall be traded as an interest of the director and, in relation to an alternate director without prejudice to entire the alternate director without prejudice to an interest of the alternate director without prejudice to an interest which the alternate director without prejudice.

entries where the service theories has ourself wise.

A director shall be contried in the quotum present at a meeting holyrithstanding that at the meeting and anything the properties of the pr to any interest which the attended director has otherwise.

ol entitled to vote on a resolution.

The company may by ordinary resolution suspend or relax to any extent, either generally or in.

And one company may by ordinary resolution of the articlac resolutions a diseaster from unition of a meating.

And one contributer menter and remarking of the articlac resolutions. The company may by ordinary resolution suspend or relax to any extent, either generally of respect of any particular matter, any provision of the articles prohibiting a director from voting at a mediate for the particular matter, any provision of the articles prohibiting a director from voting at a mediate of the articles prohibiting and the company of the articles are also as a company of the articles are al he is not entitled to vote on a resolution.

tors or of a committee of directors.

Where proposals are under consideration concerning the appointment of two or more directors to of directors or of a committee of directors.

91. Where proposals are under consideration concerning the appointment of the or more directors to office or employments with the company of any body corporate in which the company is interested the proposals with the company of any body corporate in which the company is interested the proposals are considered in relative to a confidence and formulated has to not for provided may be darked and considered in relative to a confidence consentate and formulated has to not for once or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for any bed divided and considered in relation to each director separately and provided to unto and he proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned that he entitled to vote and be

COUNTED IN THE CHOICES IN THE CANADACT OF SHAPE SECULION SECRET THAT CONCERNING his own appointment. o n me quorum in respect of each resolution except that concerning his own appointment.
If a question arises at a meeting of directors or of a committee of directors as to the right of a
If a question arises at a meeting of directors or of the measure has referred to the absolute of the 93. It a question arises at a meeting of directors or of a committee of directors as to the orbit man of the director to vote, the question may, before the contribution of the meeting, be reteried to the chairman of the appropriate and his nature is calculated and his nature is not all the nature is not all the nature is not a company in the nature is anector to vote, the question may, defore the conclusion of the meeting, he reteried to the chair meeting and his luting in relation to any director other than himself shall be final and conclusive.

ETANT Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, In commerciation and reach conditions are throw man think fit and and services on accominated man As such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may SECRETARY be removed by them.

ES The directors shall cause minutes to be made in books kept for the purpose-MINUTES 100.

of all proceedings at meetings of the company, of the holders of any class of shares on the of all appointments of officers made by the directors, and (2)

of an proceedings at meetings of the company, or the fluxues in any class or shares of the company, and of the directors, and of committees of directors, including the names of the

whitevers are an each such meeting.

THE SEAL.

101. The seal shall only be used by the authority of the directors of of a committee of directors authorised by the authority of the directors are intermed to which the end in affirmed and by the directors. The structure ones determine who shall aim any intermed to which the end in affirmed and by the directors. U1. The seal stress only be used by the authority of the directors of or a committee of strectors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and by the directors. The directors may determine the content of the searce of the se by the directors. The directors may determine who shall sign any instrument to writth the sea is amixed and understors. The directors may determine who shall signed by a director and by the secretary or by a second director. Unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DOFIDENUS

102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in 102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount providence with the respective rights of the members, but no dividend shall exceed the amount

recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are interior distribution. If the share capital is divided into they are interior distribution on charge which confer Additional to an experience of the company available for distribution. If the confer Additional to the company available for distribution of the confer Additional to the confer Addit we justified by the profits of the company available for distribution. If the share castial is divided into the company available for distribution. If the share castial is divided into the company available for distribution. If the share castial is divided into the company available for distribution. If the share castial is divided into the company available for distribution. If the share castial is divided into the company available for distribution. If the share castial is divided into unrecent classes, the unrecture may pay menin denderos on shakes which comier deterred or non-pretented injects. The directors may also pay at hights if, at the time of payment, any preference dividend is in arread. The directors may also pay at injects if, at the time of payment, any preference are read in it anneaded to these shakes are also at the anneaded to these shakes are also at the anneaded to these shakes are also at the anneaded to INJUTES S. AT THE TIME OF PROPERTY, any preferential convisend is in arraid. The directors may also pay of intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits arealizable intervals settled by them any dividend payable at a fixed rate if it appears to them that one can be able to the control of the co EMENTES SERVED BY WHAT BUTY CHYCLENG PRYSICHE SE I THEOLOGICA IN A EXPOSE'S TO THEM SHALL HAVE ANY CHYCLENG PROVIDED STATEMENT THE PROPERTY THE PROP FOR DESTRUCTION RESTRY THE PROPERTY. PROVINGED THE DIRECTORS BOT IN QUOOD TROTH THRY SHARE NOT INCLUDED BY REDWRY TO the holders of shares configuring preferred rights for any loss they may suffer by the lawful payment of an interior relational and accordance and reconstructed rights.

interim displacing on any shares having deterred on non-preferred rights.

104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid.

2020 according to the amounts raid up on the charge on which the displaced in and 40 attached a particular. are noware or shares conterring prevened rights for any loss they may interim dividend on any shares having deferred on non-preferred rights. 104. EXCEPT as omenwise provided by the rights attracted to shares, all dividends shall be declared and pair?

according to the amounts paid up on the shares on which the chiddend is paid. All dividends shall be according to the amounts had up on the shares of which the chiddend and name of the amounts and the amounts are also as the amounts and the amounts are also as th EXECUTORING TO THE EMPOURNES PIEW UP ON THE SHARES ON WHICH THE CHANGERO IS PIEW, AN AMMERICA SHARE DE Expendionce and paid proportionally to the amounts paid up on the shares during any portion or portions of the nation in records of which the distance is made, but it are share in immed an terms required in the share is along apportances and paid proportionally to the amounts paid up on the shares during any portion or portions of the portion for the shares that is issued on terms providing that it shall made for distinct the share above the distinct accordingly.

the period of respect to which the unwhere is peet, our, if any share is reserved in terminally. tank for anidena as from a particular case, that share share the fection for anything is captured to that it is 105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it is 105. A general meeting declaring a dividend may, upon the recommendation of the directors in captured to the captured by a market animal animal animal animal animal animals or marks by the distribution of access and subsets any differently arises in captured to the TUD. A general meeting declaring a devicend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution that directors may are asset and in activate may be asset and an activate may be asset and an activate may be asset and an activate may be asset as a second and in activate may be asset as a second and in activate may be asset as a second and a second STIBLE DE SHISTING WITCHEY OF PARTY BY THE DISTRICTION OF BASSES BIRD, WHERE BITY DIRECTORY ANGES IN FEGALO TO THE DISTRICTION OF BASSES BIRD, WHERE BITY DIRECTORY ANGES IN FEGALO TO THE DISTRICTION OF BASSES BIRD, WHITE BITY DIRECTORY AND SHIP DIRECTORY AND S distribution, the directors may settle the same and in paracular may issue framional correctors and to the value for distribution of any assets and may determine that cash shall be paid to any member upon the value for distribution of any assets and may determine that cash shall be paid to any member and more used any security in tractage. value for assistance or assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in business. tooling of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

106. Any dividend or other moneys payable is respect of a share may be paid by chaque sent by post to the 106. Any dividend or other moneys payable is respect of a share may be paid by chaque sent by post to the 106. Any dividend or other moneys payable is respect of a share may be paid by chaques of the share or as the holders of the particular of the holder. In the redistered address of that one industrial of the reason of the death or bankructory of the holder. In the redistered address of the particular of the holder. registered address of the person entitled, or it 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 jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one

of those person or persons emitted may in writing direct. Every cheque shall be made payable to the order or mose person of persons entitled or to such person as the persons entitled may in writing direct and payable to the order of the person or persons entitled or to such person as the persons entitled may in writing direct and payment of the change of the persons entitled or to such persons entitled and the change of the persons entitled or to such persons entitled of the person of persons entitled or to such person as the persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other persons pinitly entitled to a share as aloresaid may give receipts for any dividend or other moneys payable in respect of the cheque shall be a good discharge to any dividend or other moneys payable in respect of the cheque shall be a good discharge to a share as aloresaid may give receipts for any dividend or other moneys payable in respect of

The shalf bear interest against the company 107. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for theire years from the date when it became due for the share when the state of the share with the command. THE UNIVERSE DISTRIBUTE TO THE STATE OF THE STATE OF THE STATE.

108. Any awarend which has remained unclaimed for twente years from the date when it became payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

109. No member shall (as such) have any right of inspecting any accounting records of other book or
thousand of the command except as conferred by statute or authorised by the directors of by ordinary 109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary document of the company except as conferred by statute or authorised by the directors or by ordinary ACCOUNTS

CAPTEALISATION OF PROPERTY 110. The directors may with the authority of an ordinary resolution of the company resolution of the company. CAPITALISATION OF PROFITS

tors may win the buttorny of an orbinary resolution of the company subject as hereinaffer provided, resolute to capitallise any undivided profits of the company
not remarked for basinet any undersoluted shiphand turnstands or any shape and sucreta as necessaries provided, resoure to capturese any undervice promise it me company not required for paying any preferential dividend (whether or not they are available for use technical in bashod any bisineusing to the cupil of the couldarily's state business account of

capital terrorisms reserved to be capitalised to the members who would have been appropriate the sum resolved to be capitalised to the members who would have been appropriate the sum resolved to be captured to the members who would have been entitled to $k \notin k$ were distributed by way of dividend and in the same proportions and apply Capital (edemption (eserve) eliminen in a x a mean communities it had to preside this life on the substituting the life interest one which is to preside this life on the substituting the life interest one of the life interes being unpaid on any shares held by them respectively, or in paying up in full unissue being unpaid on any shares new by dient respectatory, or in paying up it we unassued the shares of debeniums of the company of a nomingal amount equal to that sum, and allot the shares of debeniums of the company of a nomingal amount equal to that sum, and allot the SHERES OF GENERALITIES OF THE COMPANY OF A NOTHINGS AMOUNT EQUAL TO THAT SUM, AND ARCHITECTURES OF GENERALITIES CHECKED AS THEY PAID TO THOSE TRANSPORT OF A SECTION AND ARCHITECTURES. OF ASS THEY MAY ARREST THAT THE ARCHITECTURES OF ASSETTING THE ARREST THAT ARE ARREST THAT THE ARCHITECTURES OF ASSETTING THE ARREST THAT ARE ARREST THAT THE ARCHITECTURES OF ASSETTING THE ARREST THAT ARE ARREST THAT THE ARCHITECTURES OF ASSETTING THE ARREST THAT ARE ARREST THA where is questioned created as one had being in the other, but the share premium to those proportions, or party in one way and party in the other, but the share premium and the share are an analysis and analysis are an analysis and an analysis are an analysis and an analysis are an analysis and analysis are an analysis and analysis are an analysis and an analysis are an analysis are an analysis and an analysis are an analysis and an analysis are an analysis and an analysis are an analysis are an analysis and an analysis are an analysis and an analysis are an analysis are an analysis and an analysis are an mose proportions, or party in one way and party in the centre, out the shall premium.

30000011, the capital redemiption reserve, and any profits which are not available for account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid; the allotted to members credited as fully paid; the provision by the issue of fractional certificates or by payment in cash of make such provision by the issue of fractional certificates or by payment in cash of the provision by the issue of fractional certificates.

nicens such provides of the base in newship continues or by payment in country of the case of shafes or depending becoming distributable or the case of shafes or depending to the case of shafes or depending to the payment.

under this regulation in recourse, and authorise any person to entire on behalf of all the members concerned into an agreement eurounes any person to enter on person of as the memoers concerned sito an agreement with the company providing for the allotment to them respectively, credited as fully paid, of under this regulation in fractions; and with the company providing for the assument to their respectively, created as any paid, or any shares or debantures to which they are entitled upon such replications, any agreement made under such authority being binding on all such members.

NUTRIES

111. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a notice of the serious to the articles of the communications to an address meeting of the discontrol chall he in writing or chall he named the alteratural chall he in writing or chall he named the discontrol chall he in writing or chall he named the discontrol chall he in writing or chall he named the discontrol chall he in writing or chall he named the named that the discontrol challenges are the discontrol challenges. 111. Any nonce to be given to or try any person pursuant to the arrives (other man a nonce casing a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time the time bearing entitled for that numbers to the number of the time bearing entitled for that numbers to the numbers.

nor the time being notined for mat purpose to the person giving the notice.

In this regulation, "address," in relation to electronic communications, includes any number or address used the transfer of the communications.

for the purposes of such communications.

112. The company may give any notice to a member either personally or by sending it by post in a prepaid on the content of the co 112. The company may give any notice to a member either personally or by sending it by post in a prepaid it envelop addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. using electronic communications to an address for the time being notified to the company by the member. In the case of joint holders of a share, all notices shall be given to the joint holders of a share, all notices shall be given to the joint holder whose name stands first the case of joint holders of a share, all notices whether and another an above of the company by the product of members in common of the latter and another an above of the company by the product of the product of the company of the latter and another and another and the company of the latter and another and the company of the latter and another and another another and the latter and another another and another another another and another In the case of joint holders of a share, all notices shall be given to the joint notice whose name stance has in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the support of members in respect of the joint holding and notice so given shall be sufficient notice to in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to The joint howers. A member whose registered address is not writing the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to the company an address within the United Kingdom at which notices may be given to him, or an address to him a second of the company and address within the United Kingdom at which notices may be given to him. the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company. In that address, but otherwise no such member shall be entitled to receive any notice from the company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address upon the next, "address" of any number of address upon the next, "address and address upon the next," address the number of any number of address that number of any number of any number of address that numbers of any number of address that numbers are not not not not next.

address used for the purposes of such communications.

113. A member present, either in person or by proby, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where address used for the purposes of such communications.

requisite, of the purposes for which it was called.

114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share in 114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share in the control of manchine has been duly became in anternal in the control of manchine has been duly been a shared in the control of manchine has been duly been as a shared in the control of manchine has been duly been dul 114. Every person who becomes entired to a share snee be bound by any notice in respect of mat share which, before his name is entered in the register of members, has been duly given to a person from whom

The centres his time.

115. Proof that an envelop containing a notice was properly addressed, prepaid and posted shall be noticed that the contained in an electronic normalinication. Second that an envelope containing a notice was properly addressed, prepaid and posted shall be noticed to an electronic normalinication. 112. Froot that an envelop containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication. concursive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the institute of Charleted Secretaries and Administrators what he notice was always a notice shall under the materials and the notice was always a notice shall under the materials and the notice was always to notice shall under the notice was always to notice shall under the notice was always to notice shall under the notice was always to not the notice was always to not the notice of the not was sent in accordance with guidance issued by the instante of Charleted Secretaries and Administrators shall be contained that the notice was given. A notice shall, unless the contain is to account for the contained of the arrivation of the arri SHAW DO CONCRESIVE evidence may the notice was given. A notice snam, unless the contrary is proven, be deemed to be given at the expiration of 48 hours after the envelop containing it was posted of, in the case of a notice contrary to proven, be defined to be given at the expiration of 48 hours after the same and the same after the same and presented to be given at the expiration of 45 hours after the envelop containing it was posted of, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent. of a noise contained in an electronic communication, at the expiration of ex nours after the time it was sent.

116. A noise may be given by the company to the persons entitled to a share in consequence of the death I IV. A NUMBER MAY BE BYTHEN BY THE COMMISSION OF THE PERSONS ENTOUGH ID A SHARE IN CONSEQUENCE OF THE PERSONS ENTOUGH ID A MARKET HE CONTRACTOR OF THE CONTRACTOR OF THE PERSONS OF THE MARKET AT ANY MARKET HE CONTRACTOR OF THE PERSONS OF THE MARKET AT ANY MARKET HE CONTRACTOR OF THE PERSONS OF THE MARKET AT ANY MARKET AT ANY MARKET HE CONTRACTOR OF THE MARKET HE C or parkruptly of a member by sending of delivering it, in any manuel authorised by the authors of the giving of notice to a member, addressed to them by name, of by the title of representatives of the private of the authors of the grang of house to a member, addressed to them by hame, of by the time of representatives of the decreased, or huster of the bankrupt or by any like description at the address, if any, within the United Kingdom engolish to the humber by the numbers by the name and the name of delimination to be an entitled that such as decreased, or kissing of the denkript of by any the description at the address, it any, within the United Kingdom supplied for that purpose by the purpose by the persons claiming to be so entitled. Until such as kingdom supplied for that purpose by the purpose by the persons claiming to be so entitled. Until such as a national and the claim is any manner in which it much have been named and the claim in any manner in which it much have been named to the claim in the contribution of the contribution of the claim in the contribution of the co joorn supplied to; mat purpose by me purpose by the persons claiming to be so entitled. Until such as ress has been supplied, a notice may be given in any manner in which it might have been given it the the or hands meter has not not manned. death or bankruptcy had not occurred.

WINDING UP

117. If the company is wound up, the significant may, with the sanction of an extraordinary resolution of the company is wound up, the significant may, with the sanction of an extraordinary resolution to company and any other sanction required by the Act, divide among the members in special the whole or company and any other sanction and may for the summer value and second and determine how company and any other sanction required by the ACT, owner among the members it specie the whole of part of the assets of the company and may, for the purpose, value any assets and determine how thiston shall be excelled and as helever the members of different abscence of members. The finisheter is different absence of members and as helever the members of different abscence of members. part of the assets of the company and may, for the purpose, value any assets and betermine now thickon shall be carried out as between the members of different classes of members. The liquidator is the carried and as between the members of different classes in the carried truth to the same to the carried truth tru UNKNOT STAN DE CATTRES OUT AS DERMON THE THEMDERS OF CHINESES OF THEMDERS. THE INJURIALIST IN WITH THE BENEFIT OF THE SANCTON, YEST THE WINDOW OF PART Of the Assets in Trustees Upon such trusts for the banefit of the Benefit of the with the like sanction, vest the whole of part of the assets in trustees upon such trusts for the banding a members as he with the like sanction determines, but no member shall be compelled to accept any a upon which there is not liability.

WUCHMIST T

118. Subject to the provisions of the Act but without prejudice to any indemnity to which a direct
otherwise he answer desired as a series of the act but without prejudice to any indemnity to which a direct THE DESIGNED IN THE PROPERTY OF THE MET ONE SHIPPORT PROJECT IN SET AMERICAN SET SHIPPORT IN CHECK OF THE CONFIDERY SHALL BE INCOMPANIED OF THE CO otherwise be entitled, every director or other officer or auditor of the company shall be indemnified of assets of the company against any liability incurred by him in defending any proceedings, whether officers of the company against any liability incurred by him in defending any proceedings, whether the country is a state of the country of the cou breach of systin relation to the affairs of the company.