

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of IMMUPHARMA PLC

1. The name of the Company is Immupharma plc.
- 1(a) The Company is to be a Public Company limited by shares
2. The Registered Office of the Company is to be situate in England.
3. The objects for which the Company is established are:
  - (A) to carry on business as a general commercial company;
  - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
  - (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
  - (D) To form, promote, subsidise and assist companies, syndicates other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
  - (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or

company for the purpose of carrying on business within any of the objects of the Company.

- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by

mortgaging or charging all or part of the undertaking; property assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.

- (N) To grant indemnities of every description and to undertake obligations of every description.
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in the one mode and partly in another, and generally on such terms as the Company may determine.
- (S) Subject to the provisions of the Companies Act, to:-
  - (i) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
  - (ii) give financial assistance (within the meaning of Section 152 of the Companies Act 1985)

- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (U) To distribute among the members in specie and property of the Company or any proceeds of sale, disposal or realisation of any property of the Company 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.
- (V) To subscribe for, purchase, or otherwise acquire, take, hold, or sell any shares or stock bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations and in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- (X) To procure the Company to be registered or recognised in any country or place abroad.
- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interest.
- (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe

or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.

- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:-

- (i) the word "**company**" in the clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (ii) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the eiusdem generis rule or 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 by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the object or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 5. The liability of the members is limited.
- 6. The share capital of the Company is £20,000,000 divided into 2,000,000 Ordinary Shares of 10p each.



**Company number: 3929567**

**THE COMPANIES ACTS 1985 to 1989 AS AMENDED**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**(As amended by Special Resolution on 5 August 2008)**

**of**

**IMMUPHARMA PLC**

**Incorporated the 21 February 2000**

**THE COMPANIES ACTS 1985 to 1989 AS AMENDED**

**A PUBLIC COMPANY LIMITED BY SHARES**

NEW

**ARTICLES OF ASSOCIATION**

of

**IMMUPHARMA PLC**

(As amended by Special Resolution passed on 5 August 2008)

**INTRODUCTORY**

1. Table A in the first schedule to the Companies Act 1985 shall not apply to **IMMUPHARMA PLC** (in these Articles called “the Company”), except so far as the same are repeated or contained in these Articles.

**INTERPRETATION**

2. In these Articles the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:-

**WORDS**

**MEANINGS**

The Act

The Companies Act 1985, as amended

Appointment

Includes election (and appoint includes elect)

These Articles

These Articles of Association, as originally adopted or as from time to time altered by Special Resolution

The Board	The board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present or a committee of the Directors to which any of the powers, authorities or discretions of the Board have been delegated under these Articles
The Directors	The Directors for the time being of the Company
Dividend	Includes bonus issue of shares and scrip dividend
The Group	The Company and its subsidiary undertakings from time to time
In writing	Written, printed, typewritten or lithographed, or visibly expressed in any other mode of representing or reproducing words, or partly one and partly another
Month	Calendar Month
The Office	The Registered office for the time being of the Company
Paid up	Includes credited as paid up
The Register	The Register of Members of the Company
The Regulations	The Uncertificated Securities Regulations 1995 (SI 1995 No. 95/3272) including any modification thereof or any regulations in substitution thereof made under Section 207 of the Companies Act 1989 for the time being in force
The Statutes	The Companies Act 1985 and 1989 and every statute (including any orders regulations or other subordinate legislation made thereunder) for the time being in force concerning companies and so far as they apply to the Company
The Stock Exchange	The London Stock Exchange Limited
The United Kingdom	Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Words and expressions used in the Regulations shall have the same meaning in these Articles unless the context requires otherwise.

Reference in these Articles to a share (or to a class of shares) being in uncertificated form or in certificated form are references, respectively, to that share being an uncertificated unit of security or a certificated unit of a security.

For the purposes of these Articles, a dematerialised instruction is properly authenticated if it complies with the specifications referred to in paragraph 5(b) of Schedule 1 to the Regulations.

Subject as aforesaid, any words defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles:

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

## **BUSINESS**

- 3 Any branch or kind of business which by the Memorandum of Association of the Company or these Articles is either expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.
- 4 The Office shall be at such place in England as the Directors shall from time to time appoint.

## **SHARES**

- 5 The authorised share capital of the Company at the time of the adoption of these Articles is £2,000,000 divided into 20,000,000 Ordinary Shares of 10 pence each.
- 6 Without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares for the time being in issue, (which special rights shall not be varied or abrogated, except with such consent or sanction as is provided by the Statutes) any share in the Company (whether forming part of the present share capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise (save that no restrictions on the right of transfer shall apply to fully paid shares, except as

provided for in these Articles and in the case of partly paid shares no restrictions shall apply so as to prevent dealings in the shares on an open and proper basis) as the Company may from time to time by Ordinary Resolution determine; and subject to the provisions of the Statutes, the Company may, on such terms and in such manner as the Directors may determine, issue shares which are, or at the option of the Company are liable to be redeemed.

7 In addition to all other powers of paying commissions, the Company (or the Directors on behalf of the Company) may exercise the powers conferred by the Statutes of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally. Provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or any amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also, on any issue of shares, pay such brokerages as may be lawful.

8

(1) The Company may give such financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any shares in the company or its holding company (if any), and the Company may make such loans for any purpose whatsoever on the security of its shares or those of its holding company (if any) as in each case permitted by the Statutes.

(2) The Company may (subject to such Ordinary or Special Resolution as may be required by the Statutes) make a purchase of its own shares or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such Resolution and permitted by the Statutes.

(3) Where the Company has in issue any convertible shares purchase by the Company of its own shares shall take place unless previously sanctioned by an Extraordinary Resolution passed at a separate class meeting of the holders of every class of convertible shares.

9 The Company shall not, except in the case of executors or administrators of a deceased member, be bound to register more than four persons as joint holders of any share, and if two or more persons are registered as joint holders of any shares any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

10 The Company shall keep a Register of Members and such other registers and associated indices in relation to its members as may be required by the Statutes and shall maintain such registers and indices in accordance with the Statutes. Save as required by the Statutes or provided by these Articles or otherwise required by law, no person shall be

recognised by the Company as holding any share upon any trust, and the Company shall not be bound in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

## **CERTIFICATES**

11

- (1) Every person (except a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange in respect of which the Company is not by law required to complete and have a certificate ready for delivery) whose name is entered in the Register as a holder of shares in the Company shall (except as otherwise provided by or pursuant to the Statutes or these Articles) be entitled, without payment, to receive within one month after allotment or (in the case of transfer of fully paid shares) within 14 days after lodgement of the transfer, or (in the case of a transfer of partly paid shares) within two months after lodgement of the transfer one certificate for the shares of each class or, on request of the member entitled to the certificate, several certificates each for one or more of the shares of the class in question (subject to the prior payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board decides).
- (2) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate in respect of shares held jointly by two or more persons and delivery of a certificate to one of the holders shall be sufficient delivery to all.
- (3) A member who transfers some but not all of the shares comprised in a certificate shall be entitled to a certificate for the balance without charge.
- (4) Every certificate in respect of shares in the Company shall be issued under the hand of two Directors or a Director and the Company Secretary or in such other form of authentication as the Directors may determine having regard to the Statutes and the applicable rules and regulations issued by the Stock Exchange 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 on them.
- (5) Every certificate shall be sent at the risk of the registered holder of the shares comprised in the certificate.

12

If a share certificate is damaged or defaced or alleged to have been lost, stolen or destroyed or not received in the course of post, it may be replaced by a new certificate on delivery up of the old certificate or (if alleged to have been lost, stolen, destroyed or not received) on such terms as to evidence and indemnity (with or without security) and the payment of exceptional out-of-pocket expenses of the Company in connection with the

request, the investigation of the evidence and arrangement of the indemnity and security, as the Board decides.

### **LIEN ON SHARES**

- 13 The Company shall have a first and paramount lien on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all monies, whether presently payable or not, called or payable in respect of such share or shares. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.
- 14 Subject to the Statutes and for the purpose of enforcing such lien, the Directors may sell, in such manner as they think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, and until a notice in writing demanding payment of such sum and giving notice of intention to sell in default shall have been served in accordance with these Articles on such member or the person (if any) entitled by transmission to the shares, and default in such payment or discharge shall have been made by him for seven days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of the said sum, and the residue (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares. Provided always that the Company shall be entitled to a lien upon such residue in respect of any debts, liabilities or engagements the period for the payment or discharge whereof shall not have arrived, like to that which it had upon the shares immediately before the sale thereof.
- 15 Upon any such sale as aforesaid the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see the regularity or validity of or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the Register, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

### **CALLS ON SHARES**

- 16 Subject to Article 100 and the provisions of the Statutes the Directors may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit (provided that, except as otherwise fixed by the conditions of application or allotment, seven days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. Any call may be made payable in one sum or by instalments and may be revoked or postponed as the Directors may determine.

- 17 Subject to Article 100 a call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- 18 The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof.
- 19 If before or on the day appointed for payment thereof, a call or instalment payable in respect of a share be not paid, the person from whom the amount is due shall pay interest on the amount of the call or instalment at such rate, from the day appointed for payment thereof to the day of actual payment, as the Directors shall from time to time determine, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of such call or instalment, but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses, wholly or in part.
- 20 Any sum which by the conditions of allotment of a share is made payable on allotment or at any fixed time, or by instalments at any fixed times, whether on account of the nominal amount of the shares or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date or dates fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.
- 21 The Directors may make arrangements on any issue of shares for a difference between the holders of such shares in the amounts and times of payment of calls on their shares.
- 22 The Directors may, if they think fit, receive, from any member willing to advance the same, all or any part of the moneys due upon his shares beyond the sum actually called up thereon, and upon all or any of the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called upon the shares in respect of which such advance has been made, the Directors may pay or allow interest at such rate as may be agreed upon between the Directors and the Member paying such sum in advance, in addition to the dividend payable upon such part of the share in respect of which such advance also has been made as is actually called up. The Directors may also at any time repay the amount so advanced upon giving to such member one month's notice in writing.
- 23 No member shall be entitled to receive any dividend, or to be present or vote at any General Meeting, either personally nor (save as proxy for another member) by proxy or to exercise any privilege as a member, or be reckoned in a quorum, until he shall have paid all calls or other sums for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

## TRANSFER OF SHARES

24 Subject to the restrictions and other provisions of these Articles, any member may transfer all or any of his shares, but every instrument of transfer must be in writing and in the usual common form, or in any other form which the Directors may approve, and must be left at the Office or at such other place as the Directors may determine for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor or his right to transfer the shares.

25

(1) The instrument of transfer of a share shall be signed by or on behalf of the transferor and (in the case of any share other than a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Shares of different classes shall not be comprised in the same instrument of transfer.

(2) No fee shall be payable for registering any transfer, probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to and affecting the title to any shares or the right to transfer the same.

26

(1) All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same.

(2) The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of name or address at any time after the expiration of two years from the date or recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall be presumed conclusively in favour of the Company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided that:

(2).1 the provisions aforesaid shall apply on to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;

(2).2 nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and

(2).3 references herein to the destruction of any document include references to the disposal thereof in any manner.

27 Subject to the provisions of Articles 24 and 39 the Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of a share or renunciation of a renounceable letter of allotment unless:-

(1).1 it is in respect of a share which is fully paid up;

(1).2 it is in respect of only one class of shares;

(1).3 it is duly stamped (if so required); and

(1).4 it is in favour of a single transferee or not more than four joint transferees.

Provided that the Directors shall not refuse any transfer of nil or partly paid shares which are listed on the grounds they are nil or partly paid shares in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis.

28 If the Directors refuse to register any 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.

29 The registration of transfers may be suspended at such times and for such periods as the Directors from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

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

### **TRANSMISSION OF SHARES**

31 In the case of the death of a member, the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased

holder, whether sole or joint, from any liability in respect of any share solely or jointly held by him.

- 32 Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon producing such evidence of his title as the Directors may require, and subject as hereinafter provided either be registered himself as the holder of the share or elect to have some person nominated by him registered as the transferee thereof.
- 33 If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer signed by the person from whom the title by transmission is derived.
- 34 If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by signing a transfer of such share to his nominee. The Directors shall have in respect of any such transfer the same power of refusing registration as if the event upon which the transmission took place had not occurred and the transfer were a transfer signed by the person from whom the title by transmission is derived.
- 35 A person so becoming entitled shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall have no right to receive notice of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the share, unless and until he shall be registered as the holder thereof. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the Notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

### **SHARES HELD IN UNCERTIFICATED FORM**

- 36 The Company may, but shall not be bound to, make arrangements for any class of its shares to be a participating security. Where it does so, the following provisions of these Articles shall commence to have effect immediately prior to the time at which the Operator of the relevant system concerned permits that class of shares concerned to be a participating security.
- 37 In relation to each class of the shares which is, for the time being, a participating security, and for so long as that class remains a participating security, no provision of these Articles shall (notwithstanding anything contained in these Articles) apply or have effect to the extent that it is in any respect inconsistent with:-

- (1) the holding of shares in that class in uncertificated form;

- (2) the transfer of title to shares in that class by means of a relevant system; or
- (3) the Regulations.

38 Without prejudice to the generality of Article 37 and notwithstanding anything contained in these Articles where any class of shares is, for the time being, a participating security (such class of shares being referred to hereinafter as the “Relevant Shares”):-

- (1) any shares which are not for the time being in all respects identical to, or does not for the time being have rights attached thereto identical in all respects to those attached to, the Relevant Shares shall be deemed to constitute a separate class of shares
- (2) each share comprising the Relevant Shares may be issued in uncertificated form in accordance with an subject as provided in the Regulations;
- (3) each share comprising the Relevant Shares may be changed from uncertificated to certificated form, and from certificated to uncertificated form, in accordance with and subject as provided in the Regulations;
- (4) where title to a share comprising the Relevant Shares is evidenced otherwise than by a certificate by virtue of the Regulations, the transfer of title to such a share shall be effected by means of a relevant system in the manner provided for and subject as provided, in the Regulations and, accordingly (and in particular) Articles 11, 12, 24 to 30 and 31 to 35 of these Articles shall not apply in respect of such a share to the extent that those paragraphs require or contemplate the effecting of a transfer by an instrument in writing and the production of a certificate for the share to be transferred;
- (5) the Company shall comply with the provisions of Regulations 21 and 22 in relation to the Relevant Shares;
- (6) the provisions of these Articles with respect to meetings of holders of the Relevant Shares shall have effect subject to the provisions of Regulation 34;
- (7) Articles 11 and 12 of these Articles shall not apply so as to require the Company to issue a certificate for the Relevant Shares to any person holding such shares in uncertificated form;
- (8) Notwithstanding Article 146 or any other provision of these Articles relating to payment and dividends in respect of shares, in respect of any share comprising the Relevant Shares in uncertificated form, where the Company is authorised to do so by or on behalf of the holder or all joint holders of such share in such manner as the Company shall from time to time consider sufficient, the Company may pay or procure the payment of dividends for the time being

payable on, the interest payable in respect of and/or any other moneys payable by the Company to such holder or joint holders pursuant to these Articles in respect of such share by means of the relevant system concerned (subject always to the facilities and requirements of that relevant system). Such payment may include the sending by the Company or by any person on its behalf of an instruction to the Operator of the relevant system concerned to credit the account of the holder or joint holders concerned or of such person as the holder or all joint holders may in writing direct, in either case being an account designated by the Operator of such relevant system as the cash memorandum account of the holder or joint holders or, as the case may be, of such person. The making of such payment in accordance with the facilities and requirements of the relevant system concerned shall constitute a good discharge to the Company therefor; and

- (9) for the avoidance of doubt, any share comprising the Relevant Shares may be held in uncertificated form by up to four joint holders.

#### **FAILURE TO DISCLOSE INTERESTS IN SHARES**

39

- (1) If a member, or any other person appearing to be interested in shares held by that member, has been issued with a notice pursuant to Section 212 of the Act and has failed in relation to any shares (the "default shares") to give the Company the information thereby required within the prescribed period from the date of the notice, then the Board may serve notice in writing (a "disenfranchisement notice") upon the holder of such shares whereupon the following sanctions shall apply:-
- (1).1 the member shall not be entitled in respect of the default shares to be present or to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll or to exercise any other right conferred by membership in relation to any such meetings or poll; and
- (1).2 where the default shares represent 0.25 per cent or more in nominal value of the issued shares of their class:-
- (1).2.1 any dividend (including shares issued in lieu of dividends) or other money payable in respect of the shares shall be withheld by the Company, which shall not have any obligation to pay interest on it, and
- (1).2.2 no transfer, other than an excepted transfer, of any shares held by the member shall be registered unless:

- (1).2.2.1 the member is not himself in default as regards supplying the information required; and
    - (1).2.2.2 the member proves to the satisfaction of the Board that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer.
- (2) Where the sanctions under paragraph (1) of this Article apply in relation to any shares, they shall cease to have effect:-
  - (2).1 if the shares are transferred by means of an excepted transfer; or
  - (2).2 upon receipt by the Company of the information required by the notice issued pursuant to Section 212 of the Act as mentioned in paragraph (1) of this Article.
- (3) Where, on the basis of information obtained from a member in respect of any share held by him, the Company issues a notice pursuant to Section 212 of the Act to any other person and such person fails to give the Company the information thereby required within the prescribed period and the Board serves a disenfranchisement notice upon such person, it shall at the same time send a copy of the disenfranchisement notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, shall not invalidate or otherwise affect the application of paragraph (1) of this Article.
- (4) For the purposes of this Article:-
  - (4).1 a person, other than the member holding a share, shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained from the member or, pursuant to a notice under Section 212 of the Act, from anyone else) knows or has reasonable cause to believe that the person is, or may be, so interested;
  - (4).2 "interested" shall be construed as it is for the purpose of Section 212 of the Act;
  - (4).3 reference to a person having failed to give the Company the information required by a notice, or being in default as regards supplying such information, includes (i) reference to his having failed or refused to give all or any part of it and (ii) reference to his having given information which he knows to be false in a material particular

or having recklessly given information which is false in a material particular;

- (4).4 the "prescribed period" means:
  - (4).4.1 in a case where the default shares represent at least 0.25 per cent of their class, fourteen days; and
  - (4).4.2 in any other case, twenty-one days;
- (4).5 an "excepted transfer" means, in relation to any shares held by a member:
  - (4).5.1 a transfer pursuant to acceptance of a take-over offer for the Company (within the meaning of Section 428 of the Act (as from time to time amended or re-enacted) or
  - (4).5.2 a transfer in consequence of a sale made through a recognised investment exchange (as defined in the Financial Services Act 1986) or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded; or
  - (4).5.3 a transfer which is shown to the satisfaction of the Board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member and with any other person appearing to be interested in the shares.
- (5) Neither the Company nor the Directors shall be liable to any person as a result of the Board having imposed restrictions or failed to determine that restrictions shall cease to apply pursuant to this article if the Directors have acted in good faith
- (6) Nothing contained in this Article shall limit or restrict the powers of the Company or the Board under the Statutes.

#### **FORFEITURE AND SURRENDER OF SHARES**

- 40 If any member fails to pay the whole of any part of any call or instalment on or before the day appointed for the payment thereof, the Directors may, at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him, requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with any accrued interest and any costs, charges and expenses incurred by the Company by reason of such non-payment.

- 41 The Directors may, subject to the Statutes, accept the surrender of any share in respect of which such notice is served in lieu of forfeiture on such terms as they consider appropriate and the provisions of these Articles shall (subject to such terms) apply to any share so surrendered as if it had been forfeited.
- 42 The notice shall name a further day, being not less than fourteen days from the date of such notice, on or before which such call or instalment or part thereof as aforesaid and all such interest and costs, charges and expenses as aforesaid are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment on or before the day and at the place appointed, the share in respect of which such call was made or instalment is payable will be liable to be forfeited.
- 43 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest, costs, charges and expenses due in respect thereof has been made, be forfeited by a resolution for the Directors to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited share, and not actually paid before the forfeiture.
- 44 When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture, with the date thereof, shall forthwith be made in the Register opposite to the entry of the share, but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid.
- 45 Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been sold, re-allotted or otherwise disposed of, annul the forfeiture upon payment of all calls and interest due upon and costs, charges and expenses incurred in respect of the share, and upon further conditions (if any) as they may think fit.
- 46 A forfeited share may, subject to the Statutes, be sold re-allotted or otherwise disposed of, upon such terms and in such manner as the Directors shall think fit and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The Directors may, if necessary, authorise some person to sign a transfer of a forfeited share to any person to whom the same has been sold, re-allotted or disposed of.
- 47 A person whose share has been forfeited shall cease to be a member in respect of the forfeited share, but shall, notwithstanding, be liable to pay to the Company all calls, instalments, interest, costs, charges and expenses owing upon or in respect of such share at the time of forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate as the Directors shall think fit, in the same manner as if the share had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the share at the time of forfeiture.

48 A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the day when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall (subject to the signature of any necessary instrument of transfer) constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see the application of the purchase money (if any) nor shall his title to the share be affected by any omission,, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

### **CONVERSION OF SHARES INTO STOCK**

49 The Company may, from time to time, by Ordinary Resolution, convert all or any of its paid-up shares into stock, and may, from time to time, in like manner, re-convert such stock into paid-up shares of any denomination.

50 When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein or any part of such interest, in the same manner and subject to the same regulations and restrictions as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will permit. The Directors may, from time to time, if they think fit, fix the minimum amount of stock transferable (provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose) and direct that fractions of any less sum shall not be dealt with, but with power nevertheless at their discretion to waive such rules in any particular case.

51 A holder of stock shall, according to the amount of stock held to by him, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding-up, voting at meetings and other matters as if he held the shares from which the stock arose, but so that no rights of receiving notice or, of attending or voting at General Meetings shall be conferred by an amount of stock which if existing in shares, would not have conferred such rights. No such conversion shall affect or prejudice any preference or other special privilege.

52 Subject as aforesaid, all the provisions of these Articles applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall respectively include "stock" and "stockholder".

### **INCREASE OF CAPITAL**

53 The Company may, from time to time, by Ordinary Resolution, whether or not all the shares for the time being authorised shall have been issued, or all the shares for the time

being issued shall have been fully called up, increase the capital by the creation of new shares of such amount as may be deemed expedient.

- 54 Without prejudice to any special rights, privileges or restrictions for the time being attaching to any then existing class of shares in the capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights, privileges and restrictions attached thereto, as the General Meeting resolving upon the creation thereof shall direct, or if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and subject to the Statutes any share may be issued on the terms that is, or at the option of the Company is to be liable, to be redeemed.
- 55 Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all new shares created on any increase of capital shall be subject to the provisions herein contained with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise, and unless otherwise provided in accordance with these Articles the new shares shall be ordinary shares.

#### **ALTERATIONS OF CAPITAL**

- 56 The Company may, from to time, by Ordinary Resolution
- (1).1 consolidate and divide all or any of its capital into shares of a larger amount than its existing shares;
  - (1).2 cancel any shares which, at the date of the passing of the Ordinary Resolution, have not been taken or agreed to be taken by any person; or
  - (1).3 by subdivision of its existing shares or any of them, divide its capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association, so however that in the subdivision the proportion between the amount paid up and the amount (if any) not paid up on each such share of smaller amount shall be the same as it was in the case of the share from which it was derived.
- 57 The Company may from time to time, by Special Resolution, reduce its share capital and any capital redemption reserve fund or share premium account.
- 58 Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and so far as they shall not be applicable, in accordance with the terms of the Resolution authorising the same, and so far as such Resolution shall not be applicable in such manner as the Directors deem most expedient. Upon any consolidation of fully paid shares into shares of larger nominal value the Directors may as

between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder being consolidated with shares registered into the name of another holder may make such arrangements as may be thought fit for the sale of the consolidated share or any fractions thereof and for the distribution among the persons entitled thereto of the net proceeds of such sale and for such purpose may appoint some person to transfer the consolidated share to the purchaser.

### **ALTERATION OF RIGHTS OF SHARES**

- 59 Subject to the provision of Section 127 of the Act, all or any of the special rights or privileges attached to any class of shares in the capital of the Company for the time being may, at any time, as well before as during liquidation, be altered or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of the class, and all the provisions contained in these Articles relating to General Meetings shall mutatis mutandis apply to every such meeting, but so that the quorum thereof shall be not less than two persons personally present and holding or representing by proxy one-third in nominal value of the issued shares of the class, and that any holder of shares of the class present in person or by proxy, may demand a poll, and that each holder of shares of the class present in person or by proxy shall on a poll be entitled to one vote for each share of the class held by him, and if at any adjourned meeting of such holders such quorum as aforesaid is not present, any two holders of shares of the class who are personally present shall be a quorum. The Directors shall comply with the provisions of the Statutes as to forwarding a copy of any such consent or resolution to the Registrar of Companies.
- 60 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be altered or abrogated by the creation or issue of further shares ranking pari passu therewith.

### **GENERAL MEETINGS**

- 61 A General Meeting shall be held in each year in addition to any other meetings which may be held in that year and at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings.
- 62 The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
- 63 The Directors may convene an Extraordinary General Meeting whenever they think fit. Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Statutes.

- 64 Twenty-one clear days' notice of every Annual General Meeting and fourteen clear days' notice of every other General Meeting shall be given in manner hereafter mentioned to all members (other than those who, under the provisions of these Articles or otherwise, are not entitled to receive notices from the Company) and to the Directors and the auditors for the time being of the Company but the accidental omission to give such notice to, or the non-receipt of such notice by, any member or Director or the auditors shall not invalidate any Resolution passed or proceeding had at any such meeting.
- 65 Every notice of meeting shall specify the place, the day and the hour of the Meeting, and in the case of special business, the general nature of such business, and shall also state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll thereat instead of him and that the proxy need not also be a member. In the case of a meeting convened for passing a Special or Extraordinary Resolution the notice shall also specify the intention to propose the Resolution as a Special or Extraordinary Resolution, as the case may be. The Company shall comply with the provisions of the Statutes as to giving notice of resolutions and circulating statements on the requisition of members.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 66 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the fixing of remuneration of the auditors, the voting of remuneration or extra remuneration to the Directors, the appointment or re-appointment of Directors in the place of those retiring, and, save as otherwise required by the Statutes, the re-appointment of the auditors.
- 67 Where, by any provision contained in the Statutes special notice is required of a resolution the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Statutes permit) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Statutes.
- 68 No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy shall be a quorum for all purposes.
- 69 If within half an hour from the time appointed for the holding of a General Meeting a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a bank holiday, or a Saturday or Sunday to the next working day thereafter), at the same time and place as the original meeting, or to such other day and at such other time and place as the Directors may determine.

- 70 The Chairman or, in his absence, the Deputy-Chairman (if any) of the Company or, failing him, one of the Directors appointed for that purpose by the Directors or (failing such appointment) by the members present, shall preside at every General Meeting, but if no Director shall be present within fifteen minutes after the time fixed for holding the same, or if no one of the Directors present is willing to act as Chairman of the meeting, the members present shall choose some member present to be Chairman of the meeting.
- 71 With the consent of any meeting at which a quorum is present the Chairman thereof may adjourn the same, from time to time, and from place to place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 72 At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting, or by at least five members present in person or by proxy and entitled to vote, or by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting at which the poll is demanded, or by a member or members holding not less than one-tenth of the capital paid up upon the shares of the Company conferring the right to vote at such meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 73 If a poll be demanded in manner aforesaid, it shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after the said meeting) and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. No poll shall be demanded on the appointment of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 74 In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote in addition to the vote to which he may be entitled as a member.

75 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF MEMBERS**

76 Subject to any special rights, privileges or restrictions as to voting for the time being attaching to any class of shares in the capital of the Company for the time being, on a show of hands every member personally present shall be entitled to one vote only, and in case of a poll every member shall be entitled to one vote for every share held by him.

77 On a poll votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or use all the votes he uses in the same way. A proxy need not be a member of the Company.

78 An corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as a representative at any meeting of the Company or of any class of members of the Company; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual member, including power, when personally present, to vote on a show of hands, and to demand or concur in demanding a poll.

79 Where there are joint holders of any share, any one of such joint holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, but so that if more than one of such joint holders be present at any meeting either personally or by proxy, that one of the joint holders whose name stands first in the Register in respect of such share shall alone be entitled to vote in respect thereof.

80 A member who is suffering from a mental disorder within the meaning of the Mental Health Act 1983, or any equivalent legislation of any relevant jurisdiction may vote, whether on a show of hands or on a poll, by his committee, receiver, or other person in the nature of a committee or receiver appointed by the Court, and any such committee, receiver or other person may, on a poll, vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote as aforesaid shall have been produced at the Office or at such other place as the Directors may determine at least forty-eight hours before the time fixed for holding the meeting or adjourned meeting (as the case may be) at which such person proposes to vote as aforesaid.

81 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting or poll at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

82 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney, duly authorised in writing, or if such appointer be a corporation under its

common seal, or under the hand of some officer or attorney duly authorised in that behalf.

- 83 The instrument appointing a proxy shall be deemed also to confer authority to demand or concur in demanding a poll.
- 84 An instrument appointing a proxy shall be in any usual or common form or any other form which the Directors shall from time to time approve.
- 85 The instrument appointing a proxy and the power of attorney of other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place as the Directors may determine at least forty-eight hours before the time fixed for holding the meeting or adjourned meeting (as the case may be), at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid except for the meeting mentioned therein and any adjournment thereof.
- 86 Any member residing out of or absent from the United Kingdom may by power of attorney executed either before or after leaving the United Kingdom appoint any person to be his attorney for the purpose of voting at any meeting, and such power may be a special power limited to any particular meeting, or a general power extending to all meetings at which such member is entitled to vote. Every such power shall be produced at the Office or at such other place as the Directors may determine and left there for at least forty-eight hours before being acted upon.
- 87 A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or mental disorder of the principal, or revocation of the proxy or power of attorney or authority, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, mental disorder, revocation or transfer shall have been received at the Office forty-eight hours at least before the time fixed for holding the meeting.

## **DIRECTORS**

- 88
- (1) The Directors shall not be less than two in number but unless otherwise determined by an Ordinary Resolution of the Company, there shall not be a maximum number of Directors.
  - (2) Save as otherwise determined by the Company, a person shall be capable of being appointed a Director notwithstanding that he has attained the age of 70 or any other age, a Director shall not be required to vacate his office by virtue of his attaining the age of 70 or any other age, no special notice need be given of a resolution appointing a Director who has attained the age of 70 or any other age

and it shall not be necessary for the notice of a resolution to state the age of any person proposed to be appointed a Director.

(3) No shareholding qualification for Directors is required.

89 A Director need not be a member of the Company but shall be entitled to receive notice of and attend all General Meetings of the Company and of any class of members of the Company.

90 The Directors shall be paid as fees out of the funds of the Company in each year a sum not exceeding £50,000 in each year as the Directors shall determine (or such larger amount as the Company shall by Ordinary Resolution determine) and such sum shall be divided among them in such proportion and manner as the Directors may agree, or, failing agreement, equally, provided that any Director holding such office for part of a year shall, unless otherwise agreed, be entitled to a proportionate part of such remuneration. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling, hotel and other expenses as they may incur in attending and returning from meetings of the Directors or of committees of the Directors, or General Meetings, or which they may otherwise incur in or about the business of the Company.

91 The Directors may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for the ordinary remuneration payable to him as a Director and may, without prejudice to the other provisions of these Articles, be made payable by a lump sum or by way of salary or commission on the dividends or profits or turnover of the Company, or of any other company in which the Company is interested or other participation in any such profits or otherwise or by any or all or partly by one and partly by another or others of those modes.

92 A Director may, save as provided by any agreement between him and the Company to the contrary, at any time give notice in writing to the Company resigning his office as Director.

### **ALTERNATE DIRECTORS**

93 Each Director shall have the power to nominate any other Director, or, with the approval of a majority of the other Directors, any other person, to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to a vote at a

meeting of the Directors on behalf of each Director so appointing him in addition to the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company.

- 94 Every instrument appointing an alternate Director shall be addressed to the Company and, as nearly as circumstances will admit, be in the following form or to the following effect:-

**ImmuPharma plc**

I \_\_\_\_\_, a Director of the above-named Company, in pursuance of the power in that behalf contained in the Articles of Association of the Company, do hereby nominate and appoint \_\_\_\_\_ of \_\_\_\_\_ to act as alternate Director in my place at any meeting of the Directors which I am unable to attend, and to exercise and discharge all my duties as a Director of the Company

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

**GENERAL POWERS OF DIRECTORS**

- 95 The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or be these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article hereof.

96

- (1) The Directors may procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for and procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time in the employment or service of the Company or any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such

subsidiary or associated company (including Directors and other officers of the Company or any other such company) or the wives, widows, families or dependants of any such persons.

- (2) The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (3) The Board may also establish and maintain any share option or share incentive scheme approved by Ordinary Resolution whereby selected employees of the Company or of any company which is a subsidiary of the Company are given the opportunity of acquiring shares in the capital of the Company on the terms and subject to the conditions set out in such scheme and establish and contribute to any scheme for the purchase by or transfer allotment or issue to trustees of shares in the Company or its holding company to be held for the benefit of employees (including Directors and officers) of the Company and (subject to the provisions of the Statutes) lend money to such trustees or employees to enable them to purchase such shares and in relation to any shares issued to employees or trustees under the provisions of such scheme these Articles shall be deemed to be altered so far as appropriate by the Special Resolution approving such scheme.
- (4) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

### **BORROWING POWERS**

97

- (1) Subject as hereinafter provided the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking and property (both present and future), including its uncalled capital for the time being or any part thereof and subject to the Statutes, to issue debentures, and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- (2) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) for the time being so as to ensure (as regards subsidiaries so far as by such exercise they can ensure) that the aggregate amount for the time being remaining undischarged of all moneys (exclusive of intra-group borrowings) borrowed by the Group (which for the purposes of this

Article shall mean the Company and its subsidiaries for the time being) shall not at any time without the prior sanction of an Ordinary Resolution of the Company exceed a sum equal to three times the aggregate of the amount paid up on the share capital of the Company and the amounts standing to the credit of each of the capital and revenue reserves of the Company and its subsidiaries (including any share premium account and the balance of the profit and loss account) all as shown by the latest audited consolidated balance sheet of the Group but adjusted as may be appropriate to reflect any variation since the date of such balance sheet in the amounts of such paid up share capital and reserves and to exclude any sums set aside for taxation; provided that no such sanction shall be required for the borrowing of any moneys intended to be applied and actually applied within six months of the date of borrowing, in the repayment (with or without premium) of any moneys then already borrowed and remaining undischarged notwithstanding that the same may result in the said limit being temporarily exceeded provided further that in calculating the aggregate amount for the time being remaining undischarged of all monies borrowed by the Group as aforesaid, there shall be disregarded any monies borrowed by any subsidiary of the Company which is incorporated outside the United Kingdom or any associated limited partnership outside the United Kingdom where such borrowings are not guaranteed by the Company or by any of its subsidiaries registered in the United Kingdom. For the purposes of the said limit the issue of debentures shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash. For the avoidance of doubt, when calculating the amounts standing to the credit of each of the capital and revenue reserves of the Company and its subsidiaries for the purposes of this Article, any deficit on the profit and loss account shall be taken as nil.

- 98 No person dealing with the Company or any of its subsidiary companies shall by reason of the foregoing provisions of this Article be concerned to see or inquire whether the said limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender of the recipient of the security had at the time when the debt was incurred or security given express notice that the said limit had been or would be thereby exceeded.
- 99 Any debentures may be made assignable free from any equities between the Company and the person to whom the same may be issued and may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, and otherwise upon such terms and conditions as the Directors shall think fit, and may be constituted or collaterally secured by a trust deed or otherwise.
- 100 If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to

give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

- 101 The Directors shall duly comply with the requirements of the Statutes in regard to the registration of mortgages and charges, the keeping of a register of charges therein specified and otherwise. A fee shall be payable for each inspection of the register of charges by any person other than a creditor or member, and for each inspection of the register of debenture holders by any person other than a registered holder of debentures or a member of the Company, which fee shall be the maximum sum prescribed by the Statutes (or failing which determined by the Directors)

### **DISQUALIFICATION OF DIRECTORS**

- 102 The office of a Director shall be vacated:-

- (1).1 If he is prohibited from being a Director by reason of any order made under the Statutes.
- (1).2 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (1).3 If he suffers a mental disorder or becomes of unsound mind.
- (1).4 If he absents himself from attendance at meetings of the Directors continuously for the space of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (1).5 If, save as provided in Article 92, by notice in writing, he resigns his office.

If he is removed by an Extraordinary Resolution or an Ordinary Resolution of the Company in the manner provided in Article 109.

- 103

- (1) A Director who is in any way, whether directly or indirectly (through persons connected with him within the meaning of Section 346 of the Act) interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Statutes, but no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise, nor, subject to the Statutes, shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor, subject to the

Statutes, shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established.

- (2) A Director may not vote in respect of a contract or arrangement in which he is, to his knowledge directly or indirectly (through persons connected with him within the meaning of Section 346 of the Act), materially interested (otherwise than solely by virtue of his interests in shares or debentures or other securities of the Company) and, if he shall do so, his vote shall not be counted in the quorum present at the meeting but neither of these prohibitions shall subject to the provisions of the Statutes apply to:-
- (2).1 any arrangement for giving him any guarantee, security or indemnity in respect of money lent or obligations undertaken by him for the benefit of the Company or any of its subsidiaries (as defined by the Act); or
  - (2).2 any arrangement for the giving by the Company of any guarantee, indemnity or security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries (as defined by the Act) for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or
  - (2).3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries (as defined by the Act) (i) in which offer he is or may be entitled to participate as a holder of shares, debentures or other securities or (ii) in the underwriting or sub-underwriting of which he is to participate; or
  - (2).4 any proposal concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise, provided that he (together with persons connected with him within the meaning of Section 346 of the Act) does not have an interest (as that term is used in Part VI of the Act) in one per cent or more of the issued equity share capital of any class of such body corporate (or of any third company through which his interest is derived) or the voting rights available to members of the relevant body corporate (any such interest being deemed for the purposes of this article to be a material interest in all circumstances; or
  - (2).5 any proposal relating to a pension, superannuation or similar scheme or retirement, death or disability benefit scheme or employees' share scheme and which either (i) has been approved, or is conditional upon approval, by the Board of the Inland Revenue for taxation purposes or

(ii) does not award him any privilege or benefit not awarded to the employees to whom such scheme relates; or

- (2).6 any proposal concerning any insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons who include Directors;

and these prohibitions may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract or arrangement, by an Ordinary Resolution of the Company. Where, however, proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or the termination of the appointment) of two or more Directors to offices or employment with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to sub-paragraph (2)(iv) of this Article) shall be entitled to vote (and be counted in quorum) in respect of each resolution except that concerning his own appointment, or the settlement or the variation of the terms of his appointment or the termination of his appointment

- (3) For the purpose of Article 103(2) there shall be disregarded any shares held by the Director as bare or custodian trustee and in which he has no beneficial interests, any shares comprised in a trust in which his interest is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme (as defined in the Financial Services Act 1986 as from time to time amended or re-enacted) in which he is interested only as a unit holder.
- (4) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor or auditors of the Company.
- (5) Any Director may continue to be or become a director of, or hold any other office in the management, administration or conduct of the business of any other company in which the Company may be interested and no such Director shall be accountable for any remuneration, salary, profits, superannuation or other benefits received by him as a director of, or holder of any such office in, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration, salary, profit, superannuation or other benefits to the directors of such company), and any

Director of the Company may be counted in the quorum and may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of or holder of an office in the management, administration or conduct of the business of such other company, and as such is, or may become, interested in the exercise of such voting rights in manner aforesaid.

## **ROTATION OF DIRECTORS**

- 104 At the Annual General Meeting in every year any Directors bound to retire under Article 114 shall retire from office. A retiring Director shall retain office until the close of the meeting at which he retires.
- 105 A retiring Director shall be eligible for re-appointment.
- 106 The Company may, at the meeting at which any directors retire in manner aforesaid, fill up the vacated office of each Director so retiring by appointing a person thereto, and may also fill up any other vacancies; provided always that no person, not being a Director retiring at the meeting, shall unless recommended by the Directors for appointment, be eligible for appointment to the office of Director at any General Meeting, unless not less than seven or more than twenty-eight clear days before the day fixed for the meeting there has been given to the Secretary of the Company notice in writing by some member entitled to attend and vote at the meeting of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.
- 107 If at any meeting at which an appointment of Directors ought to take place the office vacated by any retiring Director is not filled up, such retiring Director shall, if duly qualified and offering himself for re-appointment, be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a Resolution for the re-appointment of such retiring Director shall have been put to the meeting and lost.
- 108 The Company may, from time to time, by Ordinary Resolution appoint new Directors, and increase or reduce the number of Directors.
- 109 The Company may by Extraordinary Resolution, or by Ordinary Resolution of which special notice has been given, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between him and the Company, and may, if thought fit, by Ordinary Resolution, appoint another person in his stead. Any such removal shall be without prejudice to any claim such Director may have for damages for breach of any agreement between him and the Company.
- 110 Every Resolution of a General Meeting for the appointment of a Director shall relate to one named person, and a single Resolution shall be void unless a Resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

## PROCEEDINGS OF DIRECTORS

- 111 The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Directors, two Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 112 The Chairman or the Deputy-Chairman (if any) of the Company may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors, by notice served upon the several Directors.
- 113 Reasonable efforts will be made to give notices of meetings of the Directors to any Director for the time being out of the United Kingdom. Any alternate Director acting in the place of a Director so absent shall additionally be entitled to notices of such meetings.
- 114 The Directors may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number, provided that the number of Directors shall not at any time exceed the maximum number fixed by, or in accordance with, these Articles. Any Director so appointed (other than a Director already appointed at the date of adoption of these articles) shall retire from office at the next following Annual General Meeting of the Company, but shall then be eligible for re-appointment.
- 115 The continuing Directors at any time may act notwithstanding any vacancy in their body provided always that, in the case the Directors shall at any time be reduced in number to less than the minimum number fixed by, or in accordance with, these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or calling a General Meeting of the Company but not for any other purpose. If there shall be no directors able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.
- 116 The Chairman or, in his absence, the Deputy Chairman of the Company shall preside at all meetings of the Directors, but if no such Chairman or Deputy Chairman be appointed or if neither be present within fifteen minutes after the time fixed for holding the meeting or willing to act, the Directors present shall choose one of their number to act as Chairman of such meeting, and the Director so chosen shall preside at such meeting accordingly.
- 117 A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion for the time being vested in or exercisable by the Directors generally.

- 118 The Directors may, from time to time, appoint committees consisting of such member or members of their body as they think fit, and may delegate any of their powers to any such committee and, from time to time, revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Directors.
- 119 A committee may appoint a Chairman of its meetings. If no such Chairman be appointed, or if at any meeting he be not present within fifteen minutes after the time fixed for holding the meeting, the members thereof present shall choose one of their number to be the Chairman of such meeting.
- 120 Committees may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 121 A Resolution, in writing, signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a committee for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee (as the case may be) duly called and constituted and may consist of several documents in the like form each signed by one or more of the said Directors or the said members of the committee. For the purpose of this Article, the signature of an alternate Director (if any) entitled to notice of a meeting of Directors shall be required in lieu of the signature of the Director appointing him.
- 122 Any Director or his alternate may validly participate in a meeting of the Board (or a committee of the Board) through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Acts, all business transacted in such manner by the Board (or a committee of the Board) shall for the purposes of these articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.
- 123 All acts bona fide done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director.
- 124 The Directors shall cause minutes to be made in books provided for the purpose:-

- (1).1 of all appointments of officers made by the Directors;
- (1).2 of the names of all the Directors present at each meeting of the Directors and of any committee of Directors; and
- (1).3 of all Resolutions passed and proceedings had by and at all meetings of the Company and of any class of members of the Company and of the Directors and of any committee of Directors. Any such minutes as aforesaid, if purporting to be signed by the Chairman of the meeting at which such appointments were made, or such Directors were present, or such Resolutions were passed or proceedings had (as the case may be), or by the Chairman of the next succeeding meeting of the Company, or class of members of the Company, or directors or committee (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

125 The Register of Directors' Interests shall be kept in accordance with the Statutes and shall be open to the inspection of any member or holder of debentures of the Company or of any other person authorised by the Statutes between the hours of 10 am and noon each day during which the same is bound to be open for inspection pursuant to the Statutes. The said register shall also be produced at the commencement of each Annual General Meeting and shall remain open and accessible during the continuance of the meeting to any person attending the meeting.

#### **CHAIRMAN, DEPUTY-CHAIRMAN, MANAGING DIRECTORS AND OTHER APPOINTMENTS**

126 The Directors may from time to time appoint one or more of their number to the office of Chairman, Deputy-Chairman, Managing Director or Joint Managing Director of the Company or to any other executive office in the management, administration or conduct of the business of the Company for such periods as the Directors shall think fit, and the Directors may also from time to time (subject to the provisions of any agreement between him or them and the Company) remove him or them from office, and appoint another or others in his or their place or places.

127 The remuneration and other terms and conditions of appointment of a Director appointed to any office mentioned in Article 126 may from time to time (subject to the provisions of these Articles or of any agreement between him and the Company) be fixed by the Directors, and may, without prejudice to the other provisions of these Articles, be made by a lump sum or by way of salary or commission on the dividends or profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits or otherwise, or by any or all, or partly by one and partly by another or others of those modes and (subject as aforesaid) the remuneration so fixed shall be additional to the remuneration to which he shall be entitled as a Director.

- (1) A Director appointed to the office of Chairman of the Company pursuant to Article 126 shall not, while he continues to hold such office, be subject to retirement by rotation, or be taken into account in determining the rotation of retirement of Directors, but (subject to the provisions of any agreement between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company.
- (2) A Director appointed to office of Chairman, Deputy-Chairman, Managing Director or Joint Managing Director of the Company pursuant to Article 126 shall ipso facto and immediately cease to be Chairman, Deputy-Chairman, Managing Director or Joint Managing Director, as the case may be, if he shall cease to hold the office of Director from any cause but he shall not (unless any agreement between him and the Company shall otherwise provide) cease to hold his office as a Director by reason only of his ceasing to be Chairman, Deputy-Chairman, Managing Director or Joint Managing Director of the Company, as the case may be.
- (3) A Director appointed to any office mentioned in Article 126 (save the office of Chairman, Deputy-Chairman, Managing Director or Joint Managing Director of the Company) shall not (unless any agreement between him and the Company shall otherwise provide) cease to hold such office by reason only of his ceasing to be a Director, nor (subject to the provisions of any agreement as aforesaid) shall any such Director be liable to vacate his office as a Director by reason only of his ceasing to hold any other office as aforesaid, the intent being that the tenure by any person of the office of Director and his tenure of any other office as aforesaid shall (subject to the provisions of any agreement as aforesaid) be distinct.
- (4) The Directors may, from time to time, entrust to and confer upon any Director appointed to any office mentioned in Article 126 such of the powers exercisable under these articles by the Directors (other than the power to make calls, forfeit shares, borrow money or issue shares or debentures) as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may confer such powers collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

### **SEAL**

129 The Company shall, if so determined pursuant to a resolution of the Directors, adopt a seal ("the Seal"), whereupon the Seal shall not be affixed to any instrument, except by the general or special authority of a Resolution of the Directors, or of a committee of the Directors, and in the presence of at least two Directors or of one Director and the

Secretary or some other person authorised by the Directors, and such two Directors, or such one Director and the Secretary or other person as aforesaid, as the case may be, shall sign autographically every instrument to which the Seal shall be so affixed in their presence; and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. If a Seal is so adopted, every certificate of shares or debentures of the Company shall be issued under the Seal or securities seal and each certificate to which the Seal, or securities seal, shall be affixed shall bear the autographic signatures of at least one Director and the Secretary or other person acting in the place of the Secretary: provided that the Directors may by Resolution determine that such signatures shall be dispensed with, or shall be affixed by means of some method or system of mechanical signature, in the case of any share, stock or debenture stock certificate which have been approved for sealing by the duly appointed Registrars of the Company.

130

- (1) The Company may exercise all the powers conferred by Section 39 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time appoint. The Company may also exercise the powers conferred by Section 362 of the Act with reference to the keeping of overseas branch register.
- (2) The Company may (if the Directors so determine) have a securities seal pursuant to Section 40 of the Act (as from time to time amended or re-enacted) for use for such purposes as permitted by the Statutes as the Directors may determine.

### **LOCAL MANAGEMENT**

- 131 The Directors may, from time to time, provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit, and the provisions contained in the three next following Articles shall be without prejudice to the general powers conferred by this Article.
- 132 The Directors may, from time to time, and at any time, establish any Local Board or agency for managing any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such Local Board, or Managers, or Agents, and may fix their remuneration. And the Directors may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, forfeit shares, borrow money or issue shares or debentures), and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

- 133 The Directors may at any time, and from time to time, by power of attorney executed as a deed and (if a Seal has been adopted) made under the Seal, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period, and subject to such conditions as the Directors may from time to time think fit, and such appointment may (if the Directors think fit) be made in favour of the members or any of the members of any Local Board established as aforesaid, or in favour of any body corporate, or of the members, directors, nominees, or managers of any body corporate or unincorporate, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit.
- 134 Any such delegate or attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him.

#### **SECRETARY**

- 135 The Secretary shall be qualified in accordance with the provisions of the Statutes and shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may (subject to the provisions of any agreement between him and the Company) be removed by them. Anything by the Statutes required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Acting Secretary, or if there is no Acting Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors.
- 136 A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## **DIVIDENDS AND RESERVES**

- 137 Subject to any rights, privileges or restrictions for the time being attaching to any class of shares in the capital of the Company for the time being having preferential or special rights in regard to dividend, the profits to the Company which it shall from time to time determine to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls. Provided that if any share be issued upon terms providing that it shall rank for dividend as from or after a particular date or be entitled to dividends declared after a particular date, such share shall rank for or be entitled to dividend accordingly.
- 138 The Company may, from time to time, by Ordinary Resolution declare a dividend to be paid to the members, according to their rights and interest in the profits, and may fix the time for payment of such dividend.
- 139 No dividend shall be payable except out of the profits of the Company available for distribution as such in accordance with the Statutes, and no dividend shall carry interest against the Company. The declaration of the Directors as to the amount of the profits of the Company at any time available for payment of dividends shall (subject to the Statutes) be conclusive.
- 140 No larger dividend shall be declared than is recommended by the Directors, but the Company may by Ordinary Resolution declare a smaller dividend.
- 141 Subject to the provisions of the Statutes the Directors may, if they think fit, from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the capital of the Company is divided into different classes of shares, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential or special rights in regard to dividend, and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment.
- 142 Unclaimed dividends may be invested or otherwise made use of, at the discretion of the Board, for the benefit of the Company until claimed, subject as provided in these Articles. A dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sum payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect of it.

- 143 The Directors may, before recommending any dividend, write off such sums as they think proper for depreciation and carry forward in the revenue account any profits they think should not be divided, and may also set aside out of the profits of the Company such sum or sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies for the gradual liquidation of any debt or liability of the Company, or for repairing, maintaining, or adding to the property of the Company, or equalising dividends, or for distribution by way of special dividend or bonus, or for any other purposes to which the profits of the Company may be properly applied, and pending any such application may, at the discretion of the Directors, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company or of its holding company, if any) as the Directors may, from time to time, think fit.
- 144 With the sanction of an Ordinary Resolution of the Company any dividend may be paid and satisfied, either wholly or in part, by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, or partly in one way and partly in the other, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, and may fix the value of distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.
- 145 The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be presently due and payable by him, either alone or jointly with any other person, to the Company on account of calls or otherwise in relation to the shares of the Company.
- 146 Subject to Article 38, any dividend interest or any other moneys payable on or in respect of shares may be paid by cheque, warrant or similar financial instrument, or by other means, sent direct to the registered address of the member or person entitled thereto or, in the case of joint holders, to the registered address of the holder who is first named in the Register, or sent to such person and to such address as the holder or joint holders may in writing direct. Such payment may be sent through the post or equivalent means of delivery or by such other means, including by electronic media or other funds transfer system, offered by the Company as the holder or joint holders may in writing agree. Every such cheque, warrant, financial instrument or other form of payment shall be made payable to the order of the person to whom it is sent or to such other person as the holder, or joint holders, may in writing direct, and payment of the cheque, warrant, instrument or other form of payment shall be a good discharge to the Company. Each such payment shall be sent at the risk of the person entitled to the money represented thereby and the Company shall have no liability for sums lost or delayed in the course of transfer where it has acted on directions given as above. If several persons are registered as joint holders

of a share, any one of them may give an effectual receipt for any dividend or other monies payable on or in respect of the share.

- 147 The Company may cease to send cheques or warrants through the post and may stop the transfer of sums by a bank or other funds transfer system, as the case may be, for dividends payable on any shares which are normally paid in that manner on the shares if in respect of at least two consecutive dividends payable on the shares, the cheques or warrants have been returned undelivered or remain uncashed or the transfer has failed but, subject to the provisions of these Articles, shall recommence sending cheques or warrants or transferring funds in respect of dividends payable on the shares if the holder or persons entitled by transmission claims the arrears of dividend in which event the Company shall resume payment of the dividends (and arrears) as notified by the claimant or, in the absence of notification, in the same manner as that in which payment was effected prior to the suspension of payment.

### **SCRIP DIVIDENDS**

148

- (1) Without prejudice to the provisions of Article 39, the Board may, with the prior authority of an Ordinary Resolution of the Company, offer holders of a particular class of shares the right to elect to receive further shares of that class, credited as fully-paid, instead of cash in respect of all or part of any dividend specified by the Ordinary Resolution, or to forego their entitlement to all or any part (to be determined by the Board) of any dividend declared or payable on any ordinary share held by them and to take instead fully paid bonus shares, subject to such exclusions, restrictions or other arrangements as the Board may in its absolute discretion deem necessary in relation to compliance with legal or practical problems under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in any territory.
- (2) The following provisions shall apply where payment of a dividend is satisfied in accordance with paragraph (1) of this Article:-
  - (2).1 the Ordinary Resolution may specify a particular dividend or may relate to all or any dividends declared or paid within a specified period, but such period may not end later than the beginning of the annual general meeting next following the date of the meeting at which the ordinary resolution is passed;
  - (2).2 the basis of allotment shall be determined by the Board so that, as nearly as may be considered convenient without involving any rounding up of fractions, the value (calculated by reference to the average quotation) of the new Ordinary Shares (including any fractional entitlement) to be allotted instead of any amount of dividend (disregarding any associated tax credit) shall equal such amount. For such purpose the "average quotation" of an Ordinary

Share shall be the average of the middle market quotations for a fully-paid ordinary share of the Company as derived from the Daily Official List of The Stock Exchange (or if applicable the AIM Appendix to the Daily Official List) on the business day on which the relevant dividend is declared and the four preceding business days or shall be as determined by or in accordance with the Ordinary Resolution;

- (2).3 the Board may make such provisions as it considers necessary or expedient in relation to any offer to be made pursuant to this Article including but not limited, to the giving of notice to shareholders of the right of election offered to them, the provision of forms of election (whether in respect of a particular dividend or dividends generally) and determination of the procedure for making and revoking such elections and the place at which, and the latest time by which, forms of election and any other relevant documents must be lodged in order to be effective, and provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down or the benefit of fractional entitlements accrue to the Company (rather than to the members concerned);
- (2).4 the Directors shall not proceed with any election under this Article unless the Company has sufficient unissued shares authorised for issue and sufficient reserves or funds that may be capitalised to give effect to it after the basis of allotment is determined;
- (2).5 the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be declared or payable on shares in respect of which an election has been duly made (the "elected shares") and instead additional shares of the relevant class shall be allotted to the holders of the elected shares on the basis stated in (b) above. For such purpose, the Board may capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account, any share premium account, capital redemption reserve or any other undistributable reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the Board may determine, a sum equal to the aggregate nominal amount of the additional shares to be allotted on that basis and apply it in paying up in full the appropriate number of unissued shares for allotment and distribution to the holders of the elected shares on such basis. A Board resolution capitalising any part of the reserve or profits hereinbefore mentioned shall have the same effect as if such capitalisation had been declared by Ordinary Resolution of the Company in accordance with Article 149 and in relation to any such capitalisation the Board may exercise all the

powers conferred on them by that article without need of such Ordinary Resolution;

- (2).6 the additional shares so allotted shall be allotted as at the record date for the dividend in respect of which the right of election has been offered and shall rank pari passu in all respects with each other and with the fully-paid shares of that class then in issue except that they will not rank for any dividend or other distribution or other entitlement which has been declared, made or paid by reference to such record date

### **CAPITALISATION OF RESERVES, ETC**

149 The Company may, at any time, and from time to time, by Ordinary Resolution, resolve that any sum not required for the payment or provision of any fixed preferential dividend, and

- (1).1 for the time being standing to the credit of any reserve account of the Company, including premiums received on the issue of any debentures of the Company, and any sum carried to reserve as a result of a sale or revaluation of the assets or goodwill of the Company or any part thereof, or

- (1).2 being undivided net profits in the hands of the Company,

be capitalised, and that such sum be appropriated as capital to and amongst the holders of the ordinary shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as such resolution may direct, and so that fractional interest may, subject to the Statutes and if such Resolution shall so provide, be disregarded, and such resolution shall be effective; provided that no such appropriation shall be made unless recommended by the Directors; and the Directors shall in accordance with such resolution apply such sum in paying up any unissued shares or (subject to the Statutes) debentures of the Company on behalf of such members, and appropriate such shares or debentures to and distribute the same credited as fully paid up amongst such members (or as they may direct) in the proportions aforesaid, in satisfaction of their shares and interests in the said capitalised sum or (subject to the Statutes) apply such sum or any part thereof on behalf of such members in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued shares of the Company held by them respectively, or otherwise deal with such sum as directed by such Resolution. The Company may also, at any time, and from time to time, by Ordinary Resolution, resolve that all or any part of the capital redemption reserve fund or share premium account of the Company be applied in paying up in full any unissued shares of the Company, and appropriate such shares to and distribute the same credited as fully paid-up amongst such members (or as they may direct) in the like proportions and manner aforesaid. Where any difficulty arises in respect of any such appropriation and distribution, the Directors

may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any members on the footing of the value so fixed in order to adjust rights, and vest any shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite, a proper contract for the allotment and acceptance of any shares or debentures to be appropriated and distributed as aforesaid shall be executed and (if necessary) delivered to the Registrar of Companies for registration, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective, and the contract may provide for the acceptance by such persons of the shares or debentures to be allotted to them respectively (or as they may direct) in satisfaction of their claims in respect of the sum so capitalised.

## ACCOUNTS

- 150 The Directors shall cause proper books of accounts of the Company to be kept in accordance with the provisions of the Statutes.
- 151 The books of account shall be kept at the Office, or at such other place in the United Kingdom as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 152 The Directors shall, from time to time, determine whether in any particular case, or class of cases, or generally and at what times and places and under what times and places and under what conditions or regulations, the books of account of the Company, or any of them, shall be open to the inspection of the members, and no member, not being a Director, shall have any right of inspecting any account, or book or document of the Company, except as conferred by Statute, or as ordered by a Court of competent jurisdiction, or authorised by the Directors or by an Ordinary Resolution of the Company, nor shall any such member be entitled to require or receive any information concerning the business, trading or customers of the Company, or any trade secret of or secret process used by the Company.
- 153 The Directors shall, from time to time, cause to be prepared and to be laid before each Annual General Meeting of the Company such profit and loss account, balance sheet, group account (if and so long as the Company has any subsidiary companies), and reports of the Directors and of the auditors as may be required by the Statutes. Each balance sheet shall be signed on behalf of the Directors by two of their number. A true copy of every balance sheet, profit and loss account and, so far as required by the Statutes, report, shall twenty-one days at least before the meeting be delivered or sent by post to the registered address of every member and debenture holder of the Company, or, in the case of a joint holding, to that member or debenture holder (as the case may be) whose name stands first in the appropriate Register in respect of the joint holding, and at the same time and whenever any of the shares, debentures or other securities of the Company are listed on any recognised Stock Exchange there shall be forwarded to the appropriate

officer of such Stock Exchange such number of copies of each of the said documents as may for the time being be required under its regulations. The auditors' report shall be read at the meeting and shall be open to inspection as required by the Statutes. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings of the meeting.

#### **AUDIT**

- 154 The provisions of the Statutes as to the appointment, powers, rights remuneration and duties of the auditors, shall be complied with.

#### **RECORD DATE**

- 155 Notwithstanding any other provisions of these Articles, but without prejudice to the rights attached to any shares, the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after a date on which such dividend, distribution, allotment or issue is declared, paid or made.

#### **NOTICES**

- 156 Subject to the Statutes any notice or other document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his address as appearing in the Register.
- 157 Any member described in the Register by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member, other than a member described in the Register by an address within the United Kingdom, shall be entitled to receive any notice from the Company.
- 158 All notices directed to be given to the members shall, with respect to any share in respect of which persons are registered as joint holders, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the joint holders of such share.
- 159 Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or to such officer at the Office.
- 160 Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter,

envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter.

- 161 Every person who, by operation of law, transfer or any other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall have been duly given to the person from whom he derives his title to such share.
- 162 Any notice or other document served upon or sent to, or left at the address as appearing in the Register of, any member in pursuance of these Articles, shall, notwithstanding that such member be then deceased, bankrupt, of unsound mind or (if a company) in liquidation and whether or not the Company has notice of his death, bankruptcy, insanity or liquidation, be deemed to have been duly served in respect of any share held by such member, whether held solely or jointly with other persons, until some other person be registered in his stead as the holder or joint holder of such share and such service shall, for all purposes of these Articles, be deemed a sufficient service of such notice or other document on his executors, administrators, trustee in bankruptcy, receiver, liquidator or assigns, and all persons (if any) jointly interested with such member in such share.
- 163 The signature to any notice to be given by the Company may be written or printed.
- 164 If at any time by reason of suspension or any curtailment of postal services in the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post and the Directors have resolved that they are of the opinion that it is necessary to do so in the interest of the Company, a General Meeting may (subject in the case of an Annual General Meeting to Sections 240 to 246 of the Act) be convened by a notice advertised on the same date in at least two leading national daily newspapers (at least one of which shall be a London newspaper) and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least 48 hours prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

#### **UNTRACED SHAREHOLDERS**

- 165 The Company shall be entitled to sell at the best price reasonably obtainable any share of a member or any share to which a person is entitled by transmission if and provided that:-
- (1) during a period of twelve years at least three dividends in respect of such shares have become payable and no cheque, warrant or similar financial instrument in respect of such dividends sent by the Company through the post in a prepaid letter addressed to the member or to the person entitled by transmission to the share at his address on the Register or other the last known address given by the member or the person entitled by transmission to which cheques, warrants or similar financial instruments are to be sent has been cashed and no communication has been received by the Company from the member or the person entitled by transmission; and

- (2) the Company has at the expiration of the said period of twelve years by advertisement in both a leading London newspaper and in a newspaper circulating in the area in which the address referred to in paragraph (1) of this Article is located given notice of its intention to sell such share; and
- (3) the Company has not during the further period of three months after the date of the advertisement and prior to the exercise of the power of sale received any communication from the member or person entitled by transmission; and
- (4) if required by the applicable rules and regulations issued by the Stock Exchange the Company has first given notice in writing to the Quotations Department of The Stock Exchange in London of its intention to sell such shares; and
- (5) to give effect to any such sale the Company may appoint any person to execute as transferor an instrument of transfer of such share and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by the transmission to such share . The Company shall account to the member or other person entitled to such share for the net proceeds of such sale by carrying all monies in respect thereof to a separate account which shall be a permanent debt of the Company and the Company shall be deemed to be a debtor and not a trustee in respect thereof for such member or other person. Monies carried to such separate account may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Directors may from time to time think fit.

## **WINDING UP**

- 166 If the Company shall be wound up, the surplus assets remaining after payment of all creditors shall be divided among the members in proportion to the capital which at the commencement of the winding up is paid up, or ought to have been paid up, on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid-up capital, they shall be distributed so that as nearly as may be, the losses shall be borne by the members in the proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. But this Article is to be subject to the rights, privileges and restrictions for the time being attaching to any class of shares in the capital of the company for the time being which may be issued on special terms or conditions.
- 167 If the Company shall be wound up (whether voluntarily, under supervision or by the Court) the liquidator may, with the sanction of any Extraordinary Resolution and subject to any provisions for employees authorised by Ordinary Resolution pursuant to the Statutes, divide among the members in specie any part of the assets of the Company, or vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the Resolution shall provide. Any such Resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall

in that event have a right of dissent and other ancillary rights in the same manner as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

- 168 In the event of a winding up of the Company every member of the Company who is not for the time being in the United Kingdom shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some person having an address in the United Kingdom upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in any leading national daily newspaper or by a registered letter sent through the post and addressed to such member at his address as appearing in the Register and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

#### **INDEMNITY**

- 169 Subject to the provisions of, and so far as may be permitted by, the Statutes, every Director, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour, or the proceedings otherwise disposed of without any finding or admission or any material breach of duty on his part, or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court.

#### **INSURANCE**

- 170
- (1) Without prejudice to Article 169, the Board of Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers or employees of any Relevant Company (as defined in Article 170(2)) or who are or were at any time trustees of any pension fund or employees share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in

relation to their duties, powers or officers in relation to any Relevant Company, or any such pension fund or employees share scheme.

- (2) For the purpose of this Article "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company or any subsidiary (as defined by the Act) of the Company or of such other body.