

Company Number: 4347937

**THE COMPANIES ACT 1985 – 2006
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on)

EKF DIAGNOSTICS HOLDINGS PLC

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITIES

1. **Defined terms and Interpretation**

1.1. In the articles, unless the context requires otherwise:-

address	includes any number or address used for the purposes of sending or receiving documents or information by electronic means;
alternate or alternate director	has the meaning given in article 28;
appointor	has the meaning given in article 28;
articles	means the company's articles of association;
associated company	companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
board	the board of directors of the company from time to time;
call	has the meaning given in article 69;
call notice	has the meaning given in article 69;
certificate	a paper certificate (other than a share warrant) evidencing a person's title to specified shares or other securities;
certificated	in relation to a share, means that it is not an uncertificated share or a share in respect of

	which a share warrant has been issued and is current;
chairman	has the meaning given in article 12;
chairman of the meeting	has the meaning given in article 41;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
company's lien	has the meaning given in article 67;
director	a director of the company, and includes any person occupying the position of director, by whatever name called;
distribution recipient	has the meaning given in article 88;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
DTR	the Disclosure Rules and Transparency Rules of the Financial Services Authority;
electronic facility	includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the board pursuant to article 35;
electronic form	has the meaning given in section 1168 of the Companies Act 2006;
electronic means	has the meaning given to it in section 1168 of the Companies Act 2006;
fully paid	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
hard copy form	has the meaning given in section 1168 of the Companies Act 2006;
holder	in relation to shares means the person whose name is entered in the register of members as the holder of the shares, or, in the case of a share in respect of which a share warrant has been issued (and not cancelled), the person in possession of that warrant;
instrument	a document in hard copy form;
lien enforcement notice	has the meaning given in article 68;

member	has the meaning given in section 112 of the Companies Act 2006;
ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
paid	paid or credited as paid;
participate	in relation to a directors' meeting, has the meaning given in article 9;
partly paid	in relation to a share means that part of that share's nominal value or any premium at which it was issued has not been paid to the company;
record date	has the meaning given in article 97;
relevant officer	any director or other officer or former director or other officer of the company or an associated company but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer to the extent he acts in his capacity as auditor);
relevant system	any system used for holding shares in uncertificated form permitted by article 65;
securities seal	has the meaning given in article 62;
shares	shares in the company;
special resolution	has the meaning given in section 283 of the Companies Act 2006;
subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
transmittee	a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;
treasury shares	any shares in the company held in treasury pursuant to Companies Acts;
uncertificated	in relation to a share means that, by virtue of legislation (other than section 778 of the Companies Act 2006) permitting title to shares to be evidenced and transferred without a certificate, title to that share is evidenced and may be transferred without a certificate;
working days	has the meaning given in section 1173 of the Companies Act 2006;
writing	the representation or reproduction of works, symbols or other information in a visible form by any method or combination of methods,

whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

- 1.2. Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.
- 1.3. A reference in these articles to an **“article”** is a reference to the relevant article of these articles unless expressly provided otherwise.
- 1.4. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.5. Any phrase introduced by the terms **“including”**, **“include”**, **“in particular”** or any similar expression shall be construed as illustrative and shall not limit the sense of the works preceding those terms.
- 1.6. A reference to a document **“being signed”** or to **“signature”** includes references to its being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Acts.
- 1.7. A reference to writing or written includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.
- 1.8. A reference to documents or information being sent or supplied by or to a company (including the Company) shall be construed in accordance with section 1148(3) of the Companies Act 2006.
- 1.9. A reference to a meeting:
 - (a) shall mean a meeting convened and held in any manner permitted by these articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Acts and these articles, and **“attend”**, **“participate”**, **“attending”**, **“participating”**, **“attendance”** and **“participation”** shall be construed accordingly; and

(b) shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

- 1.10. References to a person's "**participation**" in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Acts or these articles to be made available at the meeting, and "**participate**" and "**participating**" in the business of a general meeting shall be construed accordingly.
- 1.11. Nothing in these articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.

2. **Liability of members**

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

PART 2

DIRECTORS AND SECRETARY

DIRECTORS' POWERS AND RESPONSIBILITIES

3. **Directors' general authority**

Subject to the Companies Acts and the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

4. **Members' reserve power**

- 4.1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 4.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. **Directors may delegate**

- 5.1. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matter or territories; and

(e) on such terms and conditions;

as they think fit.

5.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

5.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. **Committees**

6.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

6.2. The directors may make rules or procedures for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

7. **Directors to take decisions collectively**

Decisions of the directors may be taken:

(a) at a directors' meeting; or

(b) in the form of a directors' written resolution.

8. **Calling a directors' meeting**

8.1. Any director may call a directors' meeting by giving not less than 5 working days' notice of the meeting or such shorter notice as all the directors shall agree or may authorise the company secretary to give such notice.

8.2. A directors' meeting is called by giving notice of the meetings to the directors.

8.3. Notice of any directors' meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

8.4. Notice of a directors' meeting must be given to each director, but need not be in writing.

8.5. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not

more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

9. **Participation in directors' meetings**

9.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

(a) the meeting has been called and takes place in accordance with the articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

9.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

9.3. If all the directors participating in a directors' meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

10. **Quorum for directors' meetings**

10.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

10.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two. An alternate director who is not himself a director shall be counted in a quorum.

11. **Meetings where total number of directors is less than quorum**

11.1. This article applies where the total number of directors for the time being is less than the quorum for directors' meetings.

11.2. If there is only one director, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

11.3. If there is more than one director:

(a) a directors' meeting may take place, if it is called in accordance with the articles and at least two directors participating in it, with a view to appointing sufficient directors to make up a quorum or calling a general meeting to do so; and

(b) if a directors' meeting is called but only one director attends at the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

12. **Chairing directors' meetings**

- 12.1. The directors may appoint a director to chair their meetings.
- 12.2. The person so appointed for the time being is known as the chairman.
- 12.3. The directors may appoint other directors as deputy or assistant chairman to chair directors' meetings in the chairman's absence.
- 12.4. The directors may terminate the appointment of the chairman, deputy or assistant chairman at any time.
- 12.5. If neither the chairman nor any director appointed generally to chair directors' meetings in the chairman's absence is participating in a meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13. **Voting at directors' meetings: general rules**

- 13.1. Subject to the articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.
- 13.2. Subject to the articles, each director participating in a directors' meeting has one vote.
- 13.3. Subject to the articles, if a director has an interest in an actual or proposed transaction or arrangement with the company:
 - (a) that director and that director's alternate may not vote on any proposal relating to it; but
 - (b) this does not preclude the alternate from voting in relation to that transaction or arrangement on behalf of another appointor who does not have such an interest.

14. **Chairman's casting vote at directors' meeting**

- 14.1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 14.2. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. **Alternate voting at directors' meetings**

A director who is also an alternate director has an additional vote on behalf of each appointor who is:

- (a) not participating in a directors' meeting; and
- (b) would have been entitled to vote if they were participating in it.

16. **Conflicts of interest**

- 16.1. Subject to the provisions of article 16.2, if a directors' meeting, or part of a directors' meeting, is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in that meeting, or part of a meeting, for quorum or voting purposes.
- 16.2. A director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in a decision at a directors' meeting, or part of a directors' meeting, relating to it for quorum and voting purposes, when:
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in, or voting at, a directors' meeting;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 16.3. For the purposes of this article, the following are permitted causes:
- (a) any security, guarantee or indemnity given to a director in respect of money lent by him or obligations undertaken by him at the request of or for the benefit of the company or any of its subsidiary undertakings;
 - (b) any security given by the company to a third party in respect of a debt or obligation of the company or any of its subsidiary undertakings which the director has himself guaranteed or secured in whole or in part;
 - (c) any contract or arrangement by a director to subscribe for shares, debentures or other securities of the company issued or to be issued pursuant to any offer or invitation to members or debenture holders of the company or any class thereof or to the public or any section thereof, or to underwrite any shares, debentures or other securities of the company;
 - (d) any contract or arrangement in which he is interested by virtue of his interest in shares or debentures or other securities of the company or by reason of any other interest in or through the company;
 - (e) any contract or arrangement concerning any other company in which he is interested directly or indirectly as a shareholder holding less than 1% of any class of the equity share capital of, or the voting rights in such company as an officer, shareholder, creditor or otherwise howsoever;
 - (f) any proposal concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to directors and employees of the company or of any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;

- (g) any arrangement for the benefit of employees of the company or of any of its subsidiaries under which the director benefits in a similar manner as the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom such arrangements relates;
 - (h) any proposal, contract, transaction or arrangement concerning (a) the purchase or maintenance of insurance for the benefit of the directors or for the benefit of persons who include directors, or (b) indemnities in favour of directors, or (c) the funding of expenditure by one or more directors in defending proceedings against him or them, or (d) doing anything to enable such director or directors to avoid incurring such expenditure.
- 16.4. Subject to article 16.5, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive, unless the nature and extent of the interest of the director concerned has not been fairly disclosed to the directors.
- 16.5. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at the meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
17. **Authorisation of conflicts**
- 17.1. The directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. Save that such authorisation of the directors shall be effective only if the required quorum at the meeting at which the matter is considered is met without counting the interested director and the matter was agreed to without such director voting or would have been agreed to if their vote had not been counted.
- 17.2. Subject to article 17.3, a director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he has a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he owes to the company under the Companies Act 2006 because he fails:
- (a) to disclose any such information to the directors or to any director or other officer or employee of the company; and/or
 - (b) to use or apply any such information in performing his duties as a director of the company.
- 17.3. To the extent that the relationship between a director and a person to whom he owes a duty of confidentiality gives rise to a conflict of interest or possible conflict of interest, article 17.2 applies only if the existence of that relationship has been authorised by the directors pursuant to article 17.1.

- 17.4. Where the existence of a director's relationship with another person is authorised by the directors pursuant to article 17.1 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company under the Companies Act 2006 because he:
- (a) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
 - (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or makes arrangements for such documents and information to be received and read by a professional adviser, for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.
- 17.5. The provisions of articles 17.1 and 17.4 are without prejudice to any equitable principle or rule of law which may excuse the director from:
- (a) disclosing information in circumstances where disclosure would otherwise be required under these articles; or
 - (b) attending meetings or discussions or receiving documents and information as referred to in article 17.4, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.
- 17.6. For the purpose of articles 17.1 to 17.5:
- (a) a "**conflict of interest**" includes a conflict of interest and duty and a conflict of duties;
 - (b) an "**interest**" means a direct or indirect interest; and
 - (c) an "**interest, transaction or arrangement of which a director is aware**" includes an interest, transaction or arrangement of which that director ought reasonably to be aware.
18. **Proposing directors' written resolution**
- 18.1. Any director may propose a directors' written resolution.
- 18.2. The company secretary must propose a directors' written resolution if a director so requests.
- 18.3. A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.
- 18.4. Notice of a proposed directors' written resolution must indicate:
- (a) the proposed resolution; and

(b) the time by which it is proposed that the directors should adopt it.

18.5. Notice of a proposed directors' written resolution must be given in writing to each director.

18.6. Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably and in good faith.

19. **Adoption of directors' written resolutions**

19.1. A proposed directors' written resolution is adopted when all directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting.

19.2. It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.

19.3. Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

20. **Records of decisions to be kept**

The company secretary must ensure that the company keeps a record, in writing for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

21. **Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

22. **Methods of appointing directors**

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

(a) by ordinary resolution; or

(b) by a decision of the directors.

23. **Retirement of director by rotation**

23.1. At the first annual general meeting all the directors must retire from office.

23.2. At every subsequent annual general meeting any directors:

(a) who have been appointed by the directors since the last annual general meeting;
or

(b) who were not appointed or reappointed at one of the preceding two annual general meetings,

must retire from office and may offer themselves for reappointment by the members.

24. **Termination of director's appointment**

A person ceases to be a director as soon as:

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or

(f) notification is received by the company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms.

25. **Directors' remuneration**

25.1. Directors may undertake any services for the company that the directors decide.

25.2. Directors are entitled to such remuneration as the directors determine:

(a) for their services to the company as directors; and

(b) for any other service which they undertake for the company.

25.3. Subject to the articles, a director's remuneration may:

(a) take any form; and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

25.4. Unless the directors decide otherwise, directors' remuneration accrues from day to day.

25.5. Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

26. **Directors' expenses**

The company must pay any reasonable expenses which the directors (including alternate directors) and the secretary properly incur in connection with their attendance at:

(a) meetings of directors or committees of directors;

(b) general meetings; or

(c) separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

27. **Other positions**

A director, including an alternate director, may hold any other office or place of profit under the company (other than the office of auditor of the company or any subsidiary of the company) in conjunction with his office of director for such period and upon such terms as the directors may determine, and may act in a professional capacity to the company, on such terms as to tenure of office, remuneration and otherwise as the directors may determine.

ALTERNATE DIRECTORS

28. **Appointment and removal of alternates**

28.1. Any director (the "**appointor**") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

(a) exercise that director's powers; and

(b) carry out that director's responsibilities, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

28.2. Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

28.3. The notice must:

(a) identify the proposed alternate; and

- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

29. **Rights and responsibilities of alternate directors**

- 29.1. An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.
- 29.2. Except as the articles specify otherwise, alternate directors:
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are not deemed to be agents of or for their appointors.
- 29.3. A person who is an alternate director but not a director:
 - (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

No alternate may be counted as more than one director for such purposes.

- 29.4. An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

30. **Termination of alternate directorship**

An alternate director's appointment as an alternate terminates:

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- (c) on the death of the alternate's appointor; or
- (d) when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting.

SECRETARY

31. **Secretary to be appointed by board**

The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit and any secretary so appointed may be removed by the directors.

32. **Delegation of secretary's function**

Anything by the Companies Acts required or authorised to be done by or to the secretary, may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorised generally or specifically in that behalf by the directors; provided that any provision of the Companies Act or of these articles requiring or authorising a thing to be done by or to a director and secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

PART 3

DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

33. **Annual general meetings**

An annual general meeting shall be held once a year, at such time (consistent with the terms of the Companies Acts) and place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the board.

34. **Members can call a general meeting if not enough directors**

34.1. If:

(a) the company has fewer than two directors; and

(b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then two or more members may call a general meeting (or instruct the company secretary to do so) for the purpose of appointing one or more directors.

34.2. The board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:

(a) (subject to article 42) by means of electronic facility, or facilities pursuant to article 35 (and for the avoidance of doubt, the board shall be under no obligation to offer to provide such facility or facilities, whatever the circumstances); and/or

(b) by simultaneous attendance and participation at a satellite meeting place or places pursuant to article 37.

34.3. If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the board pursuant to article 35, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

35. **Simultaneous Attendance and Participation by Electronic Facilities**

Without prejudice to article 37.7, the board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the board) shall be counted in the quorum for, and be entitled to participate in the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

(a) participate in the business for which the meeting has convened;

(b) hear all persons who speak at the meeting; and

(c) be heard by all other persons attending and participating in the meeting.

36. **Notice of General Meeting**

36.1. Subject to the provisions of the Companies Acts, an annual general meeting shall be called by twenty-one days' notice at the least, and all general meetings shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given and the day of the meeting.

36.2. If pursuant to article 35 the board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:

(a) include a statement to that effect;

(b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to article 44; and

(c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

37. **Contents of notice of general meetings**

- 37.1. Every notice calling a general meeting shall specify the place (including any satellite meeting place or places determined pursuant to article 37.7), date and time of the meeting. There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to a proxy or (if he or she has more than one share) proxies to exercise all or any of his or her rights to attend, speak and vote and that a proxy need not be a member of the company. Such notice shall also include the address of the website on which the information required by the Companies Acts is published, state the procedures with which members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply), provide details of any forms to be used for the appointment of a proxy and state that a member has the right to ask questions at the meeting in accordance with the Companies Acts.
- 37.2. The notice shall specify the general nature of the business to be transacted at the meeting and shall set out the text of all resolutions to be considered by the meeting and shall state in each case whether it is proposed as an ordinary resolution or as a special resolution.
- 37.3. In the case of an annual general meeting, the notice shall also specify the meeting as such.
- 37.4. If pursuant to article 35 the board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- (a) include a statement to that effect;
 - (b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to article 44; and
 - (c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 37.5. The notice shall specify such arrangements that have at that time been made for the purpose of article 37.7.
- 37.6. For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes a person may cast, the company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting (not taking into account non-working days) by which a person must be entered in the register in order to have the right to attend or vote at the meeting or appoint a proxy to do so.
- 37.7. Without prejudice to article 35, the board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate

facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

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

and the meeting shall be deemed to take place where the chairman of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a satellite meeting). The chairman shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chairman shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in article 46.

38. Rights to receive notice of general meeting

The directors may determine that persons entitled to receive notices of meetings are those persons entered on the register of members at the close of business on a day determined by the directors being not more than 21 days before the day that the notices are sent and may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. Changes to entries on the register of members after the time so specified shall be disregarded in determining the right of any person to attend or vote at the meeting.

39. Attendance and speaking at general meeting

- 39.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 39.2. A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 39.3. The directors may make whatever arrangement they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 39.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- 39.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 39.6. All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman to adjourn a general meeting in accordance with the provisions of article 46.3, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 39.7. Nothing in these articles authorises or allows a general meeting to be held exclusively on an electronic basis.

40. **Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

41. **Chairing general meetings**

41.1. If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

41.2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

(a) the directors present; or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

41.3. The person chairing a meeting in accordance with this article is referred to as "**the chairman of the meeting**".

42. **Attendance and speaking by directors and non-directors**

42.1. Directors may attend and speak at general meetings, whether or not they are members.

42.2. The chairman of the meeting may permit other persons who are not:

(a) members of the company; or

(b) otherwise entitled to exercise the rights of members in relation to general meetings;
or

(c) to attend and speak at a general meeting.

43. **Orderly conduct of meetings**

Each director shall take such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature.

44. **Accommodation of members, security arrangements and orderly conduct at general meetings**

44.1. The board may direct that members or proxies wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse entry to, or eject from, such general meeting any member or proxy who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

44.2. If a general meeting is held partly by means of an electronic facility or facilities pursuant to article 35, the board and the chairman may make any arrangement and impose any requirement or restriction that is:

(a) necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and

(b) in its or his or her view, proportionate to those objectives.

In this respect, the board may authorise any voting application, system or facility for attendance and participation as it sees fit.

44.3. The board shall be entitled in its absolute discretion to authorise one or more persons (including the directors, the company secretary or the chairman) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this article, or who causes the meeting to become disorderly.

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

45. **Postponement of general meetings**

- 45.1. If, after the sending of the notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the board, in its absolute discretion, considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting (including a satellite meeting to which article 47.7 applies) and/or by means of the electronic facility or facilities specified in the notice, it may postpone the general meeting to another date, time and/or place (or in the case of a general meeting to be held at a principal meeting place and one or more satellite meeting places, to such other places) and/or change the electronic facility or facilities.
- 45.2. If such a decision is made, the board may then change the place (or any of the places in the case of a general meeting to which article 47.7 applies) and/or the electronic facility or facilities, and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the board shall take reasonable steps to ensure that notice of the change of date, time, place (or places, in the case of a general meeting to which article 47.7 applies) of and/or electronic facility or facilities for the postponed meeting appear at the original time and at the original place (or places, in the case of a general meeting to which article 47.7 applies) and/or on the original electronic facility or facilities. When a general meeting is so postponed, notice of the date, time and place (or places in the case of a meeting to which article 47.7 applies), including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the board may, in its absolute discretion, determine.
- 45.3. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required. If a general meeting is postponed in accordance with this article 49, the appointment of a proxy will be valid if it is delivered and received as required by these articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48 hour period mentioned in this article, the directors can decide not to take account of any part of a day that is not a working day.

46. **Adjournment**

- 46.1. If the persons attending a general meeting within five minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it, unless the meeting was convened on the requisition of, or by members, in which case it shall be dissolved.
- 46.2. The chairman may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place (or, in the case of a meeting held at a principal meeting place and one or more satellite meeting places, such other places) and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities as the meeting shall determine. However, without prejudice to any other power which the chairman may have under these articles (including the power to adjourn a meeting conferred by article 46.3) or at common law, the chairman may, without the need for the consent of the meeting and before or after it has started and irrespective of whether a quorum is present, interrupt or adjourn any

meeting from time to time (or indefinitely) and from place to place (or places in the case of a meeting to which article 37.7 applies) or from electronic facility to electronic facility, or for an indefinite period, if of the opinion that it has become necessary to do so in order:

- (a) to secure the proper and orderly conduct of the meeting; or
 - (b) to give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting; or
 - (c) to ensure that the business of the meeting is properly disposed of.
- 46.3. If it appears to the chairman that the facilities at the principal meeting place or any satellite meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purposes referred to in articles 35 or 37.7, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chairman shall, without the consent of the meeting, interrupt or adjourn the general meeting.
- 46.4. All business conducted at a meeting up to the time of any adjournment shall, subject to article 46.5, be valid.
- 46.5. The chairman may specify that only the business conducted at the meeting up to a point in time which is earlier than the time of the adjournment is valid, if in his or her opinion, to do so would be more appropriate.
- 46.6. Any adjournment pursuant to article 46 may, subject to the Companies Acts, be for such time and with such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the chairman (or, in default, the board) may in his, her or its absolute discretion determine, notwithstanding that by reason of the adjournment some members may be unable to attend and participate in the adjourned meeting. Whenever a meeting is adjourned for 14 days or more or indefinitely, at least seven clear days' notice, specifying the day, the time and the place or places of the adjourned meeting and the means of attendance and participation (including by means of electronic facility or facilities if applicable) as the chairman (or, in default, the board) may in his or her absolute discretion determine, and the general nature of the business to be transacted, shall be given in the same manner as in the case of the original meeting. Save as aforesaid and subject to the Companies Acts, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

VOTING AT GENERAL MEETINGS

47. Method of voting

- 47.1. A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, at any general meeting a resolution put to a vote of the meeting shall be

decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five members present in person (or by proxy) and entitled to vote at the meeting;
- (c) a member or members present in person (or by proxy) representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) a member or members present in person (or by proxy) holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to at least one-tenth of the total sum paid up on all the shares conferring that right.

47.2. The chairman of the meeting may also demand a poll before a resolution is put to the vote on a show of hands.

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

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

48. **Errors and disputes**

48.1. No objections may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

48.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

49. **Incapacity of a member**

A member in respect of whom an order has been made by any competent court or official on the ground that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, whether on a show of hands or on a poll, by his receiver or other person authorised in that behalf and such person may vote on a poll by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place or address as is specified in accordance with the articles for the deposit or receipt of forms of appointments of a proxy, not less than 48 hours before the time

appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

50. **Demanding a poll**

50.1. A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

50.2. A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.

50.3. A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

51. **Procedure on a poll**

51.1. Any poll duly demanded on the election of a chairman or on any question of adjournment shall be taken immediately. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot, voting papers, tickets or electronic means or any combination thereof) and at such time and place, not more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, and by such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the chairman shall direct. The chairman may appoint scrutineers who need not be members. It is not necessary to give notice of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time, date and place at which the poll shall be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

51.2. The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

51.3. A poll on:

- (a) the election of the chairman of the meeting; or

(b) a question of adjournment,
must be taken immediately.

- 51.4. Other polls must be taken within 30 days of their being demanded.
- 51.5. A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 51.6. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 51.7. In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

52. **Voting by proxy**

- 52.1. Subject to article 52.2, an instrument appointing a proxy shall be in writing in any usual form (or in another form approved by the board) executed under the hand of the appointor or his or her duly constituted attorney or, if the appointor is a corporation, under its seal or signed by a duly authorised officer or attorney or other person authorised to sign.
- 52.2. Subject to the Companies Acts, the board may accept the appointment of a proxy received by electronic means on such terms and subject to such conditions as it considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of article 52.1.
- 52.3. For the purposes of articles 52.1 and 52.2, the board may require such reasonable evidence it considers necessary to determine:
 - (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- 52.4. A member may appoint another person as proxy to exercise all or any of his or her rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the company. Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights, as the proxy thinks fit.
- 52.5. A proxy need not be a member.
- 52.6. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by the member. When two or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the company is

unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.

- 52.7. Delivery or receipt of an appointment of proxy does not prevent a member attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
- 52.8. The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjournment of the meeting as well as for the meeting or meetings to which it relates. The appointment of a proxy shall be valid for 12 months from the date of execution or, in the case of an appointment of proxy delivered by electronic means, for 12 months from the date of delivery unless otherwise specified by the board.
- 52.9. Subject to the Companies Acts, the company may send a form of appointment of proxy to all or none of the persons entitled to receive notice of and to vote at a meeting. If sent, the form shall provide for three-way voting on all resolutions (other than procedural resolutions) set out in the notice of meeting.

53. **Receipt of proxy notices**

53.1. An instrument appointing a proxy and any reasonable evidence required by the board in accordance with article 52.3 shall:

(a) subject to articles 53.1(c) and (d), in the case of an instrument of proxy in hard copy form, delivered to the office, or another place in the United Kingdom specified in the notice convening the meeting or in the form of appointment of proxy or other accompanying document sent by the company in relation to the meeting (a "**proxy notification address**") not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

(b) subject to articles 53(1)(c) and (d), in the case of an appointment of a proxy sent by electronic means, where the company has given an electronic address (a "**proxy notification electronic address**"):

- i. in the notice calling the meeting;
- ii. in an instrument of proxy sent out by the company in relation to the meeting;
- iii. in an invitation to appoint a proxy issued by the company in relation to the meeting; or
- iv. on a website maintained by or on behalf of the company on which any information relating to the meeting is required by the Companies Acts to be kept,

it shall be received at such proxy notification electronic address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

(c) in the case of a poll taken more than 48 hours after it is demanded, delivered or received at a proxy notification address or a proxy notification electronic address

and not less than 24 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll; or

- (d) in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, received:
- i. at a proxy notification address or a proxy notification electronic address in accordance with articles 53.1 (a) or (b);
 - ii. by the chairman of the meeting or the secretary or any director at the meeting at which the poll is demanded or, as the case may be, at the original meeting; or
 - iii. at a proxy notification address or a proxy notification electronic address by such time as the chairman of the meeting may direct at the meeting at which the poll is demanded.

In calculating the periods in this article, no account shall be taken of any part of a day that is not a working day.

53.2. The board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under article 54.3 has not been received in accordance with the requirements of this article.

53.3. Subject to article 53.2, if the proxy appointment and any of the information required under article 52.3 is not received in the manner set out in article 53.1, the appointee shall not be entitled to vote in respect of the shares in question.

53.4. Without limiting the foregoing, in relation to any uncertificated shares, the board may from time to time:

- (a) permit appointments of a proxy by means of a communication sent in electronic form in the form of an uncertificated proxy instruction; and
- (b) permit supplements to, or amendments or revocations of, any such uncertificated proxy instruction by the same means.

The board may in addition prescribe the method of determining the time at which any such uncertificated proxy instruction is to be treated as received by the company or a participant acting on its behalf. The board may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

54. **Amendments to resolutions**

- 54.1. In the case of an ordinary resolution to be proposed at a general meeting no amendment (other than an amendment to correct a grammatical or other substantive error in the resolution) may be considered unless:
- (a) notice of the proposed amendment is given to the company secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 54.2. A special resolution to be proposed at a general meeting may only be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 54.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

RESTRICTIONS ON MEMBERS' RIGHTS

55. **No voting of shares on which money owed to company**

Unless the directors shall otherwise determine, no voting rights attached to a share may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the company in respect of that share have been paid.

APPLICATION OF RULES TO CLASS MEETINGS

56. **Class meetings**

The provisions of the articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

PART 4
SHARES AND DISTRIBUTIONS

ISSUE OF SHARES

57. Powers to issue different classes of shares

- 57.1. Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 57.2. The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

58. Payment of commissions on subscription for shares

- 58.1. The company may pay any person a commission in consideration for that person:
- (a) subscribing, or agreeing to subscribe, for shares; or
 - (b) procuring, or agreeing to procure, subscriptions for shares.
- 58.2. Any such commission may be paid:
- (a) in cash, or in fully paid or partly paid shares or other securities, or partly in one way and partly in the other; and
 - (b) in respect of a conditional or an absolute subscription.

INTEREST IN SHARES

59. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

60. Disclosure of interest

- 60.1. No member holding shares representing 0.25 per cent or more in nominal value of the issued shares of any class of capital in the company, excluding treasury shares, shall, unless the directors otherwise determine, be entitled:
- (a) in respect of any such shares, 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 to exercise any other right conferred by membership in relation to any such meeting; or

- (b) to receive payment of any dividend (including shares in lieu of dividends) or other distribution payable in respect of any such shares; or
- (c) to transfer any such shares otherwise than:
 - i. pursuant to acceptance of a take-over offer;
 - ii. (through a recognised investment exchange or other recognised market; or
 - iii. in any other manner which the directors are satisfied is bona fide and at arm's length (in each case hereinafter referred to as an "**arm's length sale**"),

if he or any person appearing to be interested in such shares has been given a section 793 notice and has failed to give the company the information thereby required within 14 days from the date of the notice provided that upon receipt by the company of notice that the shares have been transferred pursuant to any arm's length sale or upon all information required by the section 793 notice being given, such restrictions shall cease to apply in respect of such shares and any dividend withheld shall be paid.

60.2. For the purposes of this article:

- (a) a person other than the member holding a share shall be treated as appearing to be interested in that share if the member has informed the company that the person is, or may be, so interested or if the company (after taking account of any information obtained from the member or, pursuant to a section 793 notice, from anyone else) knows or has reasonable cause to believe that the person is, or may be, so interested;
- (b) "**interested**" shall be construed as it is for the purpose of section 793 of the Companies Act 2006;
- (c) "**take-over offer**" shall have the meaning ascribed to it in section 974 of the Companies Act 2006;
- (d) "**recognised investment exchange**" shall have the meaning ascribed to it in section 285 of the Financial Services and Markets Act 2000;
- (e) "**at arm's length**" means a transfer to a person who is unconnected with the members and with any other person appearing to be interested in the shares;
- (f) "**section 793 notice**" means a notice served pursuant to section 793A of the Companies Act 2006;
- (g) reference to a person having failed to give the company the information required by a section 793 notice 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.

- 60.3. Where on the basis of information obtained from a member in respect of any share held by him, the company gives a section 793 notice to any other person, it shall at the same time send a copy of the 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 sub-clauses 60.1 and 60.2 of this article.
- 60.4. Any sanctions imposed upon a shareholding in respect of a person having failed to give the company the information required by a section 793 notice will cease to apply 7 days after the earlier of:
- (a) receipt by the company of notice that the shareholding has been sold to a third party in the manner described above; and
 - (b) due compliance to the satisfaction of the company, with the notice under section 793.
- 60.5. Nothing in these articles shall limit the powers of the company under section 794 of the Companies Act 2006 or any other powers whatsoever.

SHARE CERTIFICATES

61. Certificates to be issued except in certain cases

- 61.1. The company must issue each member with one or more certificates in respect of the shares which that member holds.
- 61.2. This article does not apply to:
- (a) uncertificated shares;
 - (b) shares in respect of which a share warrant has been issued; or
 - (c) shares in respect of which the Companies Acts permit the company not to issue a certificate.
- 61.3. Except as otherwise specified in the articles, all certificates must be issued free of charge.
- 61.4. No certificate may be issued in respect of shares of more than one class.
- 61.5. If more than one person holds a share, only one certificate may be issued in respect of it.

62. Contents and execution of share certificates

- 62.1. Every certificate must specify:
- (a) in respect of how many shares, of what class, it is issued;
 - (b) the nominal value of those shares;

- (c) the amount paid up on them; and
- (d) any distinguishing numbers assigned to them.

62.2. Certificates must:

- (a) have affixed to them the company's common seal or an official seal which is a facsimile of the company's common seal with the addition on its face of the word "securities" (a "**securities seal**"); or
- (b) be otherwise executed in accordance with the Companies Acts.

63. **Consolidated share certificates**

63.1. When a member's holding of shares of a particular class increases, the company may issue that member with:

- (a) a single, consolidated certificate in respect of all the shares of a particular class which that member holds; or
- (b) a separate certificate in respect of only those shares by which that member's holding has increased.

63.2. When a member's holding of shares of a particular class is reduced, the company must ensure that the member is issued with one or more certificates in respect of the number of shares held by the member after that reduction. But the company need not (in the absence of a request from the member) issue any new certificate if:

- (a) all the shares which the member no longer holds as a result of the reduction; and
- (b) none of the shares which the member retains following the reduction, were, immediately before the reduction, represented by the same certificate.

63.3. A member may request the company, in writing, to replace:

- (a) the member's separate certificates with a consolidated certificate; or
- (b) the member's consolidated certificate with two or more separate certificates representing such proportion of the shares as the member may specify.

63.4. When the company complies with such a request it may charge such reasonable fee as the directors may decide for doing so.

63.5. A consolidated certificate must not be issued unless any certificates which it is to replace have first been returned to the company for cancellation.

64. **Replacement share certificates**

64.1. If a certificate issued in respect of a member's shares is:

- (a) damaged or defaced; or
- (b) said to be lost, stolen or destroyed;

that member is entitled to be issued with a replacement certificate in respect of the same shares.

64.2. A member exercising the right to be issued with such a replacement certificate:

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

SHARES NOT HELD IN CERTIFICATED FORM

65. Uncertificated shares

65.1. In this article, “**the relevant rules**” means:

- (a) any applicable provision of the Companies Acts about the holding, evidencing of title to, or transfer of shares other than in certificated form; and
- (b) any applicable legislation, rules or other arrangements made under or by virtue of such provision¹.

65.2. The provisions of this article have effect subject to the relevant rules.

65.3. Any provision of the articles which is inconsistent with the relevant rules must be disregarded, to the extent that it is inconsistent, whenever the relevant rules apply.

65.4. Any share or class of shares of the company may be issued or held on such terms, or in such a way, that:

- (a) title to it or them is not, or must not be, evidenced by a certificate; or
- (b) it or they may or must be transferred wholly or partly without a certificate.

65.5. The directors have power to take such steps as they think fit in relation to:

- (a) the evidencing of and transfer of title to uncertificated shares (including in connection with the issue of such shares);
- (b) any records relating to the holding of uncertificated shares;
- (c) the conversion of certificated shares into uncertificated shares; or

¹ Included Uncertificated Securities Regulations 2001 – see section 785 CA 2006

(d) the conversion of uncertificated shares into certificated shares.

65.6. The company may by notice to the holder of a share require that share:

(a) if it is uncertificated, to be converted into certificated form; and

(b) if it is certificated, to be converted into uncertificated form,

to enable it to be dealt with in accordance with the articles.

65.7. If:

(a) the articles give the directors power to take action, or require other persons to take action, in order to sell, transfer or otherwise dispose of shares; and

(b) uncertificated shares are subject to that power, but the power is expressed in terms which assume the use of a certificate or other written instrument,

the directors may take such action as is necessary or expedient to achieve the same results when exercising that power in relation to uncertificated shares.

65.8. In particular, the directors may take such action as they consider appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertificated share or otherwise to enforce a lien in respect of it.

65.9. Unless the directors otherwise determine, shares which a member holds in uncertificated form must be treated as separate holdings from any shares which that member holds in certificated form.

65.10. A class of shares must not be treated as two classes simply because some shares of that class are held in certificated form and others are held in uncertificated form.

66. **Share warrants**

66.1. The directors may issue a share warrant in respect of any fully paid share.

66.2. Share warrants must be:

(a) issued in such form; and

(b) executed in such manner,

as the directors decide.

66.3. A share represented by a share warrant may be transferred by delivery of the warrant representing it.

66.4. The directors may make provision for the payment of dividends in respect of any share represented by a share warrant.

66.5. Subject to the articles, the directors may decide the conditions on which any share warrant is issued. In particular, they may:

- (a) decide the conditions on which new warrants are to be issued in place of warrants which are damaged or defaced, or said to have been lost, stolen or destroyed;
- (b) decide the conditions on which bearers of warrants are entitled to attend and vote at general meetings;
- (c) decide the conditions subject to which bearers of warrants may surrender their warrant so as to hold their shares in certificated or uncertificated form instead; and
- (d) vary the conditions of issue of any warrant from time to time,

and the bearer of a warrant is subject to the conditions and procedures in force in relation to it, whether or not they were decided or specified before the warrant was issued.

- 66.6. Subject to the conditions on which the warrants are issued from time to time, bearers of share warrants have the same rights and privileges as they would if their names had been included in the register as holders of the shares represented by their warrants.
- 66.7. The company must not in any way be bound by or recognise any interest in a share represented by a share warrant other than the absolute right of the bearer of that warrant to that warrant.

PARTLY PAID SHARES

67. Company's lien over partly paid shares

- 67.1. The company has a lien ("**the company's lien**") over every share which is partly paid for any part of:

- (a) that share's nominal value; and
- (b) any premium at which it was issued,

which has not been paid to the company, and which is payable immediately or at some time in the future, whether or not a call notice has been sent in respect of it.

- 67.2. The company's lien over a share:

- (a) takes priority over any third party's interest in that share; and
- (b) extends to any dividend or other money payable by the company in respect of that share and (if the lien is enforced and the share is sold by the company) the proceeds of the sale of that share.

- 67.3. The directors may at any time decide that a share which is or would otherwise be subject to the company's lien shall not be subject to it either wholly or in part.

68. Enforcement of the company's lien

- 68.1. Subject to the provisions of this article, if:

- (a) a lien enforcement notice has been given in respect of a share; and

(b) the person to whom the notice was given has failed to comply with it,
the company may sell that share in such a manner as the directors decide.

68.2. A lien enforcement notice:

- (a) may only be given in respect of a share which is subject to the company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed;
- (b) must specify the share concerned;
- (c) must require payment of the sum payable within 14 days of the notice;
- (d) must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise; and
- (e) must state the company's intention to sell the share if the notice is not complied with.

68.3. Where shares are sold under this article:

- (a) the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- (b) the transferee is not bound to see the application of the consideration, and the transferee's title is not affected by any irregularity or invalidity of the process leading to the sale.

68.4. The net proceeds of any such sale (after payment of the costs of the sale and any other costs of enforcing the lien) must be applied:

- (a) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice; and
- (b) second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.

68.5. A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date:

- (a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
- (b) subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share.

69. **Call notices**

69.1. Subject to the articles and the terms on which shares are allotted, the directors may send a notice (a “**call notice**”) to a member requiring the member to pay the company a specified sum of money (a “**call**”) which is payable in respect of shares which that member holds at the date when the directors decide to send the call notice.

69.2. A call notice:

(a) may not require a member to pay a call which exceeds the total sum unpaid on that member’s shares (whether as to the share’s nominal value or any amount payable to the company by way of premium);

(b) must state when and how any call to which it relates to is to be paid; and

(c) may permit or require the call to be paid by instalments.

69.3. A member must comply with the requirements of a call notice, but no member is obliged to pay any call before 14 days have passed since the notice was sent.

69.4. Before the company has received any call due under a call notice the directors may:

(a) revoke it wholly or in part; or

(b) specify a later time for payment than is specified in the notice,

by a further notice in writing to the member in respect of whose shares the call is made.

70. **Liability to pay calls**

70.1. Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid.

70.2. Joint holders of a share are jointly and severally liable to pay all calls in respect of that share.

70.3. Subject to the terms on which shares are allotted, the directors, may when issuing shares, provide that call notices sent to the holders of those shares may require them:

(a) to pay calls which are not the same; or

(b) to pay calls at different times.

71. **When a call notice need not be issued**

71.1. A call notice need not be issued in respect of sums which are specified, in the terms on which a share is issued, as being payable to the company in respect of that share (whether in respect of nominal value or premium):

- (a) on allotment;
- (b) on the occurrence of a particular event; or
- (c) on a date fixed by or in accordance with the terms of issue.

71.2. But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum, and is liable to the same consequences as regards the payment of interest and forfeiture.

72. **Failure to comply with call notice: automatic consequences**

72.1. If a person is liable to pay a call and fails to do so by the call payment date:

- (a) the directors may issue a notice of intended forfeiture to that person;
- (b) until the call is paid, that person must pay the company interest on the call from the call payment date at the relevant rate; and
- (c) the company may also recover any costs, charges and expenses secured by reason of the non-payment of any call.

72.2. For the purposes of this article:

- (a) The “**call payment date**” is the time when the call notice states that a call is payable, unless the directors give a notice specifying a later date, in which case the “**call payment date**” is that later date;
- (b) the “**relevant rate**” is:
 - i the rate fixed by the terms on which the share in respect of which the call is due was allotted;
 - ii such other rate as was fixed in the call notice which required payment of the call, or has otherwise been determined by the directors; or
 - iii if no rate is fixed in either of these ways, 10 per cent per annum.

72.3. The relevant rate must not exceed, by more than 10 percentage points, the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998(a).

72.4. The directors may waive any obligation to pay interest on a call wholly or in part.

73. **Notice of intended forfeiture**

A notice of intended forfeiture:

- (a) may be sent in respect of any share in respect of which a call has not been paid as required by a call notice;

- (b) must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise;
- (c) must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice;
- (d) must state how the payment is to be made; and
- (e) must state that if the notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited.

74. **Directors' power to forfeit shares**

If a notice of intended forfeiture is not complied with before the date by which payment of the call is required in the notice of intended forfeiture, the directors may decide that any share in respect of which it was given is forfeited, and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

75. **Effect of forfeiture**

75.1. Subject to the articles, the forfeiture of a share extinguishes:

- (a) all interests in that share, and all claims and demands against the company in respect of it; and
- (b) all other rights and liabilities incidental to the share as between the person whose share it was prior to the forfeiture and the company.

75.2. Any share which is forfeited in accordance with the articles:

- (a) is deemed to have been forfeited when the directors decide that it is forfeited;
- (b) is deemed to be the property of the company; and
- (c) may be sold, re-allotted or otherwise disposed of as the directors think fit.

75.3. If a person's shares have been forfeited:

- (a) the company must send that person notice that forfeiture has occurred and record it in the register of members;
- (b) that person ceases to be a member in respect of those shares;
- (c) that person must surrender the certificate for the shares forfeited to the company for cancellation;
- (d) that person remains liable to the company for all sums payable by that person under the articles at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture); and

(e) the directors may waive payment of such sums wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

75.4. At any time before the company disposes of a forfeited share, the directors may decide to cancel the forfeiture on payment of all calls and interest due in respect of it and on such other terms as they think fit.

76. **Procedure following forfeiture**

76.1. If a forfeited share is to be disposed of by being transferred, the company may receive the consideration for the transfer and the directors may authorise any person to execute the instrument of transfer.

76.2. A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been forfeited on a specified date:

(a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and

(b) subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share.

76.3. A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any) nor is that person's title to the share affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share.

76.4. If the company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the company the proceeds of such sale, net of any commission, and excluding any amount which:

(a) was, or would have become, payable; and

(b) had not, when that share was forfeited, been paid by that person in respect of that share;

but no interest is payable to such person in respect of such proceeds and the company is not required to account for any money earned on them.

77. **Surrender of shares**

77.1. A member may surrender any share:

(a) in respect of which the directors may issue a notice of intended forfeiture;

(b) which the directors may forfeit; or

(c) which has been forfeited.

77.2. The directors may accept the surrender of any such share.

- 77.3. The effect of surrender on a share is the same as the effect of forfeiture on that share.
- 77.4. A share which has been surrendered may be dealt with in the same way as a share which has been forfeited.

TRANSFER AND TRANSMISSION OF SHARES

78. Transfer of shares

Subject to the provisions of these articles and the Companies Acts, any member may transfer all or any of his shares.

79. Transfer of certificated shares

- 79.1. Certificated shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of:
- (a) the transferor; and
 - (b) (if any of the shares is partly paid) the transferee.
- 79.2. No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 79.3. The company may retain any instrument of transfer which is registered.
- 79.4. The transferor remains the holder of a certificated share until the transferee's name is entered in the register of members as holder of it.
- 79.5. The directors may refuse to register the transfer of a certificated share if:
- (a) the share is not fully paid;
 - (b) the transfer is not lodged at the company's registered office or such other place as the directors have appointed;
 - (c) the transfer is not duly stamped;
 - (d) the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;
 - (e) the transfer is in respect of more than one class of share; or
 - (f) the transfer is in favour of more than four transferees.
- 79.6. If the directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

80. **Transfer of uncertificated shares**

A transfer of an uncertificated share must not be registered if it is in favour of more than four transferees.

81. **Transmission of shares**

81.1. If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

81.2. Nothing in these articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member.

82. **Transmittees' rights**

82.1. A transmittee who produces such evidence of entitlement to shares as the directors may properly require:

(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person; and

(b) subject to the articles, and pending any transfer of the shares to another person, as the same rights as the holder had.

82.2. But transmittees do not have the right to attend or vote at a general meeting in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

83. **Exercise of transmittees' rights**

83.1. Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

83.2. If the share is a certificated share and a transmittee wishes to have it transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

83.3. If the share is an uncertificated share and the transmittee wishes to have it transferred to another person, the transmittee must:

(a) procure that all appropriate instructions are given to effect the transfer; or

(b) procure that the uncertificated share is changed into certificated form and then execute an instrument of transfer in respect of it.

83.4. Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

84. **Transmittees bound by prior notices**

If a notice is given to a member in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the member before the transmittee's name (or the name of any person(s) named as the trustee(s) in an instrument of transfer executed under article 83.2 or 83.3) has been entered in the register of members.

CONSOLIDATION OF SHARES

85. **Procedure for disposing of fractions of shares**

85.1. This article applies where:

- (a) there has been a consolidation or division of shares; and
- (b) as a result, members are entitled to fractions of shares.

85.2. The directors may:

- (a) sell the shares representing the fractions to any person including the company for the best price reasonably obtainable;
- (b) in the case of a certificated share, authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- (c) distribute the net proceeds of sale in due proportion among the holders of the shares.

85.3. Where any holder's entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors, that member's portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland.

85.4. The person to whom the shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions.

85.5. The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

DISTRIBUTIONS

86. **Procedure for declaring dividends**

86.1. The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

86.2. A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

- 86.3. No dividend may be declared or paid unless it is in accordance with members' respective rights.
- 86.4. Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- 86.5. If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 86.6. The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 86.7. If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

87. **Calculation of dividends**

- 87.1. Except as otherwise provided by the articles or the rights attached to shares, all dividends must be:
- (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
 - (b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
- 87.2. If any share is issued on terms providing that it ranks for dividend as from a particular date that share ranks for dividend accordingly.
- 87.3. For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

88. **Payment of dividends and other distributions**

- 88.1. Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
- (a) transfer to a bank or building society account specified by the distribution recipient in writing;
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient in writing;

- (c) sending a cheque made payable to such persons by post to such person at such address as the distribution recipient has specified in writing; or
- (d) any other means of payment as the directors agree with the distribution recipient in writing.

88.2. In the articles, “**the distribution recipient**” means, in respect of a share in respect of which a dividend or other sum is payable:

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

89. **Deductions from distributions in respect of sums owed to the company**

89.1. If:

- (a) a share is subject to the company’s lien; and
- (b) the directors are entitled to issue a lien enforcement notice in respect of it, they may, instead of issuing a lien enforcement notice, deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share to the extent that they are entitled to require payment under a lien enforcement notice.

89.2. Money so deducted must be used to pay any of the sums payable in respect of that share.

89.3. The company must notify the distribution recipient in writing of:

- (a) the fact and amount of any such deduction;
- (b) any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction; and
- (c) how the money deducted has been applied.

90. **No interest on distributions**

90.1. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of that share and the company.

91. **Unclaimed distributions**

91.1. All dividends or other sums which are:

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

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

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

91.3. If:

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and
- (b) the distribution recipient has not claimed it,

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

92. **Non-cash distributions**

92.1. Subject to the terms of issue of the share in question, the company, may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

92.2. If the shares in respect of which such a non-cash distribution is paid are uncertificated, any shares in the company which are issued as a non-cash distribution in respect of them must be uncertificated.

92.3. For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution (including, where fractional entitlements cease):

- (a) fixing the value of any assets;
- (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
- (c) vesting any assets in trustees.

92.4. In the event that any member is entitled to a fractional entitlement of any non-cash assets, the directors may:

- (a) sell the shares representing the fractions to any person including the company for the best price reasonably obtainable;

- (b) in the case of a certificated share, authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- (c) distribute the net proceeds of sale in due proportion among the holders of the shares.

Where any holder's entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors, that member's portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland.

93. **Dividends may be satisfied in shares**

- 93.1. The directors may, with the sanction of an ordinary resolution of the company, offer members the right to elect to receive in respect of all or part of their holdings of shares additional shares in the company, credited as fully paid, instead of cash in respect of all or part of such dividend or dividends whether interim or final and (subject to the following provisions of this article) upon such terms and conditions and in such manner as may be specified in such ordinary resolution and otherwise as the directors may determine. Any such resolution may specify a particular dividend and/or all of any dividends (or part of such dividends) declared or paid within a specified period, but no such period may end later than the beginning of the annual general meeting in the calendar year next following the date on which such ordinary resolution is passed.
- 93.2. When any such right of election is offered to members pursuant to this article, the directors shall make such offer to such holders in writing (conditionally if the necessary ordinary resolution has yet to be passed, upon such resolution being passed) and shall make available to or provide such holders with forms of election (in such form as the directors may approve) whereby such holders may exercise such right and shall notify such holders of the procedure to be followed and of the place at which and the latest date and time by which, duly completed forms of election must be lodged in order to be effective.
- 93.3. Each member who elects to receive additional shares under a right offered to him pursuant to this article shall be entitled to receive such whole number of additional shares as is nearly as possible equal in value (calculated on the basis of the market value of an additional share) to (but not in excess of) the cash amount that such holder would otherwise have received by way of dividend. For the purposes of this article, the "**market value**" of an additional share shall be the average of the prices at which business is done in the shares (derived from the Daily Official List of the London Stock Exchange) on such five consecutive dealing days as the directors shall determine (save that the first of such dealing days shall be on or after the day when the issued ordinary shares in the company are first quoted "ex" the relevant dividend, unless no business is done during such dealing days, when in that case the first of such dealing days should be the latest practicable date at least five days prior to the date when the issued shares are first quoted "ex" the relevant dividend when business is done in the shares) or the nominal value of a share whichever is the higher).

- 93.4. Following an election by members in accordance with this article, the relevant dividend (or that part of a dividend in respect of which a right of election has been offered) shall not be payable on the shares issued pursuant to the election but in lieu thereof, the directors shall capitalise out of any undistributed profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or out of any sum standing to the credit of the company's share premium account or capital reserves (including any capital redemption reserve), as the directors may determine a sum equal to the aggregate nominal value of the number of additional shares required to be allotted to the holders of shares who have made such election and shall apply such sum in paying up in full such number of additional shares and shall allot and distribute the same to and amongst such holders on the basis set out in article 93.3 of this article save that the foregoing provisions of this paragraph shall be subject to any right of the directors under these articles to retain any dividend or other monies payable on or in respect of the shares of a particular member.
- 93.5. The additional shares so allotted shall rank *pari passu* with the fully paid shares in the company then in issue save that they shall not be entitled to participate in the dividend in relation to which the relevant election was made.
- 93.6. A resolution of the directors capitalising any part of the reserves 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 these articles and in relation to any such capitalisation the directors may exercise all the powers, other than the powers to allot fractional shares, conferred on them by article 93.4 without the need for any such ordinary resolution.
- 93.7. The directors may at their discretion make any rights of election offered pursuant to this article subject to such exclusions or arrangements as they may consider necessary or expedient to deal with any legal or other difficulties which would or may otherwise arise under laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.
- 93.8. Every duly effected election shall be binding on every successor in title to the shares or any of the members who have effected the same.

94. **Waiver of distributions**

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

- (a) the share has more than one holder; or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

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

CAPITALISATION OF PROFITS

95. Authority to capitalise and appropriation of capitalised sums

- 95.1. Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:
- (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
 - (b) appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions.
- 95.2. Capitalised sums must be applied:
- (a) on behalf of the persons entitled; and
 - (b) in the same proportions as a dividend would have been distributed to them.
- 95.3. Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 95.4. A capitalised sum which was appropriated from profits available for distribution may be applied:
- (a) in or towards paying up any amounts unpaid on existing shares held by the persons entitled; or
 - (b) in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 95.5. Subject to the articles the directors may:
- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 5
MISCELLANEOUS PROVISIONS
COMMUNICATIONS

96. **Means of communication to be used**

96.1. Any notice, document or other information, including a share certificate may be delivered or served on the intended recipient:

- (a) by delivering it by hand;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid);
- (c) by fax (except for share certificates) to a fax number notified to the company;
- (d) by electronic mail (except a share certificate) to an address notified to the company in writing;
- (e) by a website (except a share certificate) the address of which shall be notified to the recipient in writing;
- (f) by a relevant system; or
- (g) by advertisement in at least two national newspapers.

This article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

96.2. Notices or documents shall be deemed to be delivered in accordance with the following provisions:

- (a) if delivered by hand, it is treated as being delivered at the time it is handed to or left for the intended recipient;
- (b) if sent by post or other delivery service not referred to below, it is treated as being delivered:
 - i 24 hours after it was posted, if first class post was used; or
 - ii 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed and put into the post system or given to delivery agents with postage or delivery paid;

- (c) if sent by fax, it is treated as being delivered at the time it was sent;
- (d) if sent by electronic mail, it is treated as being delivered at the time it was sent;

- (e) if sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website;
 - (f) if sent by a relevant system, it is treated as being delivered when the company (or a sponsoring system participant acting on its behalf) sends the issuer instructions relating to the notice or document; or
 - (g) if a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
- 96.3. Any notice, document or other information to be sent to a member pursuant to article 96.1(a) or 96.1(b) shall be sent to the address recorded for the member on the register of members.
- 96.4. Subject to the articles, any notice or document to be sent or supplied to a director in connection with taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 96.5. A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than the time set out in article 96.2.
- 96.6. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
- 96.7. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders;
- 96.8. If at any time by reason of the suspension or curtailment of postal services or an electronic communication system within the United Kingdom or any part thereof the company is unable effectively to convene a general meeting by notices sent through the post or by electronic communication, a general meeting may be convened by a notice advertised on the same date in at least one leading national daily newspaper with appropriate circulation and such notice shall be deemed to have been duly served on all members entitled thereto and persons entitled by transmission who are entitled to have notice of the meeting served upon them 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 seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom or such part thereof again becomes practicable.
- 96.9. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting.

97. **Directors may specify record date**

Subject always to the Companies Acts, the company or the directors may by resolution specify any date (“**the record date**”) as the date at the close of business (or such other time as the directors may determine) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue notice, information, document or circular and such record date may be on or at any time before the date on which the same is paid or made or (in the case of any dividend, distribution, interest, allotment or issue) at any time after the same is recommended, resolved, declared or announced, but without prejudice to the rights inter se in respect of the same of transferors and transferees of any such shares or other securities.

98. **Failure to notify contact details**

98.1. If:

- (a) the company sends two consecutive documents to a member over a period of at least 12 months; and
- (b) each of those documents is returned undelivered, or the company receives notification that it has not been delivered;

that member ceases to be entitled to receive notices from the company.

98.2. A member who has ceased to be entitled to receive notices from the company becomes entitled to receive such notices again by sending the company:

- (a) a new address to be recorded in the register of members; or
- (b) if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.
- (c)

ADMINISTRATIVE ARRANGEMENTS

99. **Company seals**

99.1. Any common seal may only be used by the authority of the directors.

99.2. The directors may decide by what means and in what form any common seal or securities seal is to be used.

99.3. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

99.4. For the purposes of this article, an authorised person is:

- (a) any director of the company;
- (b) the company secretary; or

- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- 99.5. If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors.
- 99.6. If the company has a securities seal, it may only be affixed to securities by the company secretary or a person authorised to apply it to securities by the company secretary.
- 99.7. For the purposes of the articles, references to the securities seal being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the directors in relation to that document or documents of a class to which it belongs.

100. **Destruction of documents**

100.1. The company is entitled to destroy:

- (a) all instruments of transfer of shares which have been registered, and all other documents on the basis of which any entries are made in the register of members, from six years after the date of registration;
- (b) all dividend mandates, variations or cancellations of dividend mandates, and notifications of change of address, from two years after they have been recorded;
- (c) all share certificates which have been cancelled from one year after the date of the cancellation;
- (d) all paid dividend warrants and cheques from one year after the date of actual payment; and
- (e) all proxy notices from one year after the end of the meeting to which the proxy notice relates,

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

100.2. If the company destroys a document in good faith, in accordance with the articles, and without notice of any claim to which that document may be relevant, it is conclusively presumed in favour of the company that:

- (a) entries in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed were duly and properly made;
- (b) any instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

- (c) any share certificate so destroyed was a valid and effective certificate duly and properly cancelled; and
 - (d) any other document so destroyed was a valid and effective document in accordance with its recorded particulars in the books or records of the company.
- 100.3. This article does not impose on the company any liability which it would not otherwise have if it destroys any document before the time at which this article permits it to do so.
- 100.4. In this article, references to the destruction of any document include a reference to its being disposed of in any manner.

101. **No right to inspect accounts and other records**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

102. **Provision for employees on cessation of business**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking to the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

103. **Indemnity**

- 103.1. Subject to article 103.3, each relevant officer shall be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer, including, without limitation:
- (a) in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - (b) in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - (c) including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs.
- 103.2. The company shall provide a director or former director of the company with funds to meet expenditure incurred or to be incurred by him:

- (a) in defending any criminal or civil proceedings which relate to anything done or omitted or alleged to have been done or omitted by him as such a director of the company in the actual or purported execution and/or discharge of his duties; or
- (b) in connection with any application under the provisions mentioned in section 205(5) of the Companies Act 2006;

or do anything to enable a director to incur any expenditure in relation to article 103.2(a) and article 103.2(b) provided that the terms on which it is made or done will result in the loan falling to be repaid, or any liability of the company under any transaction connected with the thing done falls to be discharged, not later than:

- (a) in the event of a director being convicted in proceedings, on the date when the conviction becomes final; or
- (b) in the event of judgment being given against him in the proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on the application, the day when the refusal of relief becomes final.

103.3. A relevant officer shall not be indemnified pursuant to articles 103.1 and 103.2 against any liability:

- (a) to the company or any associate company of the company;
- (b) to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);
- (c) in defending any criminal proceedings in which he is convicted or any civil proceedings brought by the company or an associated company in which judgment is given against the director; or
- (d) in connection with any application under section 661(3), 661(4) or section 1157 of the Companies Act 2006 in which the court refuses to grant him relief; or
- (e) which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

104. **Insurance**

The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employee's share scheme of the company or associated company.