

MINUTES OF GENERAL MEETING

Overizone PLC ("Company")

Minutes of general meeting of the Company duly convened and held at *Nabarro LLP, 125 LONDON WALL, LONDON EC4A 3DF* on *5 July* 2016 at *2:35* ~~am~~ *pm*

Present *Eugenio Corti* (Chairman)  
*Amos Negro*

In attendance

1. QUORUM AND NOTICE

A quorum being present, the chairman declared the meeting open and the notice convening the meeting was taken as read

2. SHORT NOTICE

The chairman announced that all the members of the Company having the right to attend and vote at the meeting had consented to the meeting being held at short notice

3. RESOLUTIONS

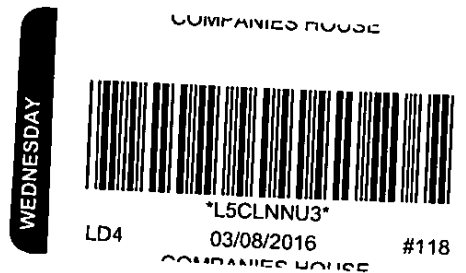
The chairman proposed resolutions 1 and 2 set out in the notice of the meeting as ordinary resolutions and resolutions 3 and 4 set out in the notice of the meeting as special resolutions and such resolutions were passed unanimously on a show of hands

4. CLOSE

There being no further business, the chairman declared the meeting closed



Chairman



**Company No. 09356079**

## **NOTICE OF GENERAL MEETING**

**Overzone PLC ("Company")**

Notice is given that a general meeting of the Company will be held at Nabarro LLP, 125 London Wall, London EC2Y 5AL on 5 July 2016 at **2:35** p.m. to consider and, if thought fit, to pass the following resolutions

### **A. RESOLUTIONS WHICH WILL BE PROPOSED AS ORDINARY RESOLUTIONS**

#### **1 RE-DESIGNATION OF THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES**

THAT subject to resolution 4 below relating to the adoption of the new articles of association having been passed, the Company resolves to re-designate

- (a) each of the issued 'A' ordinary shares in the Company as one 'A1' ordinary share, and
- (b) each of the issued 'B' ordinary shares in the Company as one 'B1' ordinary share,

each having the rights and being subject to the restrictions set out in the new articles of association of the Company to be adopted pursuant to resolution 4 below

#### **2 AUTHORITY TO ALLOT SHARES**

THAT the directors (for the purposes of section 551 of the Companies Act 2006) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of one million EURO (€1,000,000) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

### **B RESOLUTIONS WHICH WILL BE PROPOSED AS SPECIAL RESOLUTIONS**

#### **3 DISAPPLICATION OF PRE-EMPTION RIGHTS ON ALLOTMENT**

THAT subject to the passing of resolution 2 above and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of €1,000,000, and

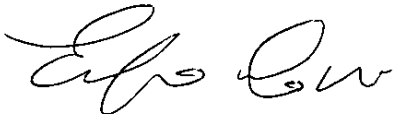
(b) expire on five years from the date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

#### 4 ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the regulations contained in the form of the document attached to this notice are adopted as the articles of association of the Company in substitution for the existing articles of association of the Company

5 July 2016

By order of the board



Director

#### NOTES:

- 1 A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
- 2 Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid a completed appointment of proxy must be returned to the Company in hard copy form by post, by courier or by hand to the Company's registered office.

**Company No. 09356079**

**THE COMPANIES ACT 2006**

**A PUBLIC COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF OVERIZONE PLC**

*(adopted) by special resolution  
passed on 5 July 2016)*

**PREAMBLE AND INTERPRETATION**

The following interpretations shall be applied to these Articles

- (a) "The Company" means the Company as the name registered in the Memorandum of Association
- (b) "The Act" means the Companies Act, 2006, and so as to include all and any further statutory modifications or re-enactment for the time being in force as subsequently made and enacted from time to time whether by statute, statutory instrument or other legislative order
- (c) The Companies (Model Articles) Regulations, 2008, save as specifically modified or excluded by or inconsistent with any Article adopted hereafter, shall constitute the adopted regulations of the Company "The 2006 Act " means the Companies Act, 2006
- (d) "A1 Ordinary share" means an A1 ordinary share of £0 02 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles
- (e) "A2 Ordinary share" means an A2 ordinary share of €0 02 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles
- (f) "B1 Ordinary share" means a B1 ordinary share of £0 02 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles
- (g) "B2 Ordinary share" means a B2 ordinary share of €0 02 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles
- (h) "C Ordinary share" means a C ordinary share of £0 02 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles

#### LIMITED LIABILITY

1 The liability of the members shall be limited to the amount (if any) unpaid on the shares allotted to them

#### NUMBER AND APPOINTMENT OF DIRECTORS

2 (a) The minimum number of appointed Directors of the Company shall not be less than two and no person shall be appointed as a director until aged 16 years old

(b) The appointment or election of each proposed Director shall be effected by a separate resolution Whensoever more than one Director is purported to be appointed or elected on a single

resolution, such resolution shall be ineffective and void except as otherwise provided by Section 292, 1985 Act

(c) The Company by Ordinary Resolution in General Meeting may determine the maximum number of Directors that may be appointed Unless and until otherwise so determined, there shall be no maximum number

(d) No Director of the Company shall be required to retire by rotation

(e) Unless so recommended by the Board, no person shall be deemed to be eligible to be appointed the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been given to the Company Secretary notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director

(f) Without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company, the Board shall at all times retain the power to appoint any person to the position of Director from time to time as either a further Director of the Company or in order to fill any casual vacancy that may arise from time to time on the Board

(g) The Directors may appoint one of their numbers to the position of Managing Director or such other executive position as they may determine

(h) Subject to 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 and decisions of the directors may be taken at a meeting of directors or by way of written resolution

(i) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action No such special resolution invalidates anything which the directors have already done

(j) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to such persons, by such means (including by power of attorney) to such an extent in relation to such matters or territories, and on such conditions or subject to such restrictions as they may see fit If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

(k) The directors may revoke any delegation in whole or part or alter its terms of reference at any time

#### COMMITTEES OF THE BOARD

3 (a) Committees to which the directors delegate any of their powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by directors

(b) The directors may make rules of procedure for committees, which prevail over rules derived from the articles if they are not consistent with them

## NOTICE OF MEETING OF THE DIRECTORS

4 (a) Notice of such meeting shall specify the time, location and proposed subject matter and shall be issued to each Director (including every Alternate Director) at any address supplied by him to the Company ( including by way of electronic communication) , for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him

(b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World

(c) Any appointed director may call a directors' meeting by giving notice of a meeting to the other appointed directors and any such notice must state the proposed date, time, location and subject matter and where 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

(d) Such notice of a directors' meeting need not be given in writing, but must be communicated to each director in a reliable and effective manner and such director convening such meeting must ensure subject to the urgency of any matter to be decided by the directors that as many directors as practicable are likely to be available to participate in it

(e) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice, prospectively or retrospectively and a Director is to be treated as having waived his entitlement to notice of a meeting if they have not supplied the company with the information necessary to ensure that they receive the notice before the meeting takes place

## RESOLUTIONS OF THE BOARD AND WRITTEN RESOLUTIONS

5 (a) Any decision of the directors must be either a unanimous decision or a majority decision and may be taken at or away from a formally convened board meeting

(b) Subject to the articles, the directors may take either a unanimous decision or a majority decision on any matter, and may, but need not, take any decision at a directors' meeting

(c) The directors take a unanimous decision when they all indicate to each other that they share a common view on a matter. A unanimous decision may be taken without any discussion between directors and may (but need not necessarily) take the form of a resolution in writing, copies of which have been signed by each director

(d) A majority decision may be made without a directors' meeting and such decision is taken if a director has become aware of a matter on which the directors need to take a decision and if that director has made the other directors aware of the matter and the decision and if the directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other and a majority of those directors vote in favour of a particular decision on that matter. If, however, a director is aware that consultation with another director will make it impossible to take a particular decision as soon as the company's business requires then that director may decide not to communicate with that other director in relation to that decision before it is taken, but must communicate any such decision not to communicate to all the other directors as soon as is practicable, explaining the reasons for it and seeking a majority approval

(e) if a director states that he does not wish to discuss or vote on a particular matter, the directors may choose not to communicate with that director in relation to decisions to be taken on that matter

(f) Directors participating in the taking of a majority decision otherwise than at a directors' meeting) may be in any location anywhere in the World and may participate at different times and may communicate with each other by any means

(g) Any director may propose a directors written resolution which shall state the nature of the proposed resolution, be issued in writing or other reliable form of communication to every director and specify the time by which it is proposed that the directors should adopt it allowing sufficient time for such resolution to be signed and returned by as many directors as possible. The company secretary must propose a directors written resolution if requested to do so by an appointed director. No written resolution need be issued to any director waiving his entitlement to notice of such resolution or to any director who could not receive it before time. Such resolution is adopted when signed by all directors who have received it or otherwise indicated agreement to it and such resolution is not adopted if the signatories are insufficient to constitute a quorum and a majority of the appointed directors. The Company Secretary shall retain such resolutions for ten years from date of adoption

#### QUORUM

6 No majority decision (other than a decision to call a directors' meeting or a general meeting) shall be taken by the directors (including by way of a written resolution of the directors) unless a quorum participates in the decision-making process. The quorum for directors' decision-making may be fixed from time to time by a decision of the directors, but shall never be less than two, and unless otherwise so fixed shall be two and if the number is not satisfied the directors may not take any majority decision other than a decision to appoint further directors to re-establish the quorum, or to call a general meeting so as to enable the shareholders to appoint further directors

#### MEMBERS RESERVE POWER

7 The members may by way of passing of a special resolution direct the directors to take or refrain from taking any specified decision but notwithstanding that no such special resolution shall invalidate anything which may have already been done or undertaken by the directors by way of an earlier decision

#### APPOINTMENT OF CHAIRMAN

8 (a) The directors may appoint one of their number to chair all of the processes by which a majority decision may be taken, or a particular process, or processes of a particular type (such as directors' meetings), by which a majority decision may be taken and any such director so appointed shall be known as the chairman

(b) The directors may terminate the chairman's appointment at any time

(c) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it is scheduled to start, the participating directors must appoint one of themselves to chair it in the appointees absence

(d) The Chairman shall have a second or casting vote in the case of an equality of votes which may only be exercised by him to maintain the status quo. However, the directors may make a rule that if a majority decision is to be taken on a matter and equal numbers of directors hold differing views on the matter then the views of the chairman or some other specified director shall determine the majority decision which is taken on that matter except that such casting vote rule shall not apply if the views of the specified director are to be disregarded as a result of an actual or potential conflict of interest.

## CONFLICT OF INTEREST

9 (a) A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereout provided that he declares his interest pursuant to S 177, Companies Act, 2006, and if he votes on any such matter or related matter then his vote shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

(b) No requirement exists to declare an interest in the case of the following permitted causes which shall remain exempt -

- (i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
- (ii) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities, and
- (iii) a contract about benefits for employees and directors or former employees and directors of the company or any of its subsidiaries which does not provide special benefits for directors or former directors.

(c) In determining the right of a director to vote the question shall be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman shall be conclusive.

## MINUTES OF BOARD MEETINGS

10 The directors shall ensure that the company keeps a record in writing, of every unanimous or majority decision taken by the directors for at least ten years from the date of the decision recorded in it and shall maintain such minutes in a book properly designated for such purpose and shall convey copies of such documents in any manner they may see fit.

## REMUNERATION OF DIRECTORS AND EXPENSES

11 (a) A director shall be entitled to remuneration for their services to the company as directors and for any other service which they undertake for the company and such remuneration may include terms and conditions relating to the payment of a pension, allowance or gratuity and or any death, sickness or



disability benefits as may be determined by the board from time to time and any such directors' remuneration shall accrue on a daily basis

(b) The company may pay any such reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

#### DIRECTORS DUTIES OF OFFICE

12 (a) A Director of the Company (including every appointed alternate Director) shall be subject to the general duties as specified in S 171 - 177, Companies Act, 2006, which shall at all times be owed by every Director to the Company

13 Every appointed Director shall at all times in the exercise of the powers and duties of his office and otherwise -

(a) Act within the powers of the registered constitution of the Company and only exercise such powers for the true purpose for which they have been conferred upon him

(b) Act in good faith with the object of promoting the furtherance and success of the Company for the benefit of its members, employees, the communities in which it is established and in which it operates, and to further good relations between its suppliers and customers, to act reasonably and fairly between members and to promote the reputation, success and understanding of the company

(c) Exercise independent judgement where appropriate

(d) Exercise at all times reasonable care, skill and diligence in the exercise of the powers of his office

(e) Avoid any direct or indirect conflict of interest with the interests of the Company, except where such transaction or arrangement with the Company which has been authorised following declaration of interest made to the Board under article 5 (g) provided that such authorisation and approval is made by a majority of the Board without the vote of the Director(s) subject of the declared interest and without counting him in declaring a quorum for a meeting of the Board or any other such interested Director

(f) Refuse any direct or indirect benefits arising or resulting from (whether directly or indirectly) his position as a Director (or otherwise) or in relation to any other position or office held by him within the Company from a third or other party and which would be conferred as a result of him agreeing, undertaking, assisting, facilitating or omitting to undertake any action as a Director which may normally be expected of him in the normal course of his duties except where such benefit cannot reasonably be regarded as having derived from his position or office

(g) Declare the nature and extent of any interest in any proposed transaction or arrangement with the Company and any such declaration may be made by way of written notice to the Board of Directors, at a meeting of the Board or by way of written notice under S 184, 2006 Act or by way of general notice under S 185, 2006 Act before any such transaction is entered into

(i) Such notice need not be given where a Director is not aware or have knowledge of any such proposed transaction or arrangement, where no conflict of interest has arisen, where the Board is already aware of any such proposed transaction or arrangement or where such transaction or arrangement relates to his terms or conditions of service

(i) In the event that any such declaration is inaccurate or incomplete, or becomes so by way of the change and nature of events, then a further declaration must be made based upon the changed circumstances

#### APPOINTMENT OF ALTERNATE DIRECTORS

14 (a) An appointed Director of the Company shall be entitled to appoint an alternate director in order to attend and vote at any meeting of the board of directors or a committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director but nevertheless shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director

(b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses

#### AGE OF DIRECTORS

15 No person shall be eligible to be appointed as a Director or Alternate Director of the Company if that person is less than 16 years of age. A person who has attained the age of seventy years shall not be eligible to be appointed as a Director unless the appointment of any such person is made or approved by a General Meeting of the members, provided that special notice is given of the resolution to make or approve the appointment. Any person who is appointed or, to the knowledge of that person, is proposed to be appointed, a Director of the Company or a subsidiary of the Company at a time when that person has attained the age of 70 years must give notice of their age in writing to the Company

#### DIRECTORS' BORROWING POWERS

16 The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company,

(a) to negotiate credit facilities and credit lines from suppliers and other commercial and non-commercial bodies and to delegate such negotiating powers to other officers and employees of the Company

(b) to borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security

(c) to guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company, and,

(d) to issue any redeemable share capital, loan or debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company

#### APPOINTMENT OF COMPANY SECRETARY

17 (a) Pursuant to the provisions of S 270, Companies Act, 2006, the Company must appoint and maintain an officer or person as its appointed Company Secretary, which may include another company deemed by the directors to have sufficient expertise

(b) The appointee of a Company Secretary shall be either a Chartered Secretary, Solicitor, Barrister, Chartered Accountant or other person who in the considered opinion of the Directors is of sufficient competence or experience to undertake such role and the Directors shall in making any such appointment take into account the extensive duties and requirements on the Company as specified under the Companies Act 2006 and supporting statutory instruments

#### SHARE ALLOTMENT

18 (a) The Company may issue shares of any class registered in these articles and so as to include redeemable shares with redemption being at the option of the Company or the member. The Company shall be entitled to pay commissions to any person in consideration for that person on subscriptions for shares, including agreeing to subscribe, and such commissions may be paid in cash, fully paid or partly paid shares. Shares allotted shall at no time not be less than the statutory minimum

(b) All shares subscribed for and allotted in the capital of the Company shall be paid up to a minimum of one quarter of their nominal value and the whole of any premium, except as otherwise provided by S 586 (1), 2006 Act

(c) Any and all unissued shares comprised in the authorised share capital of the Company shall be at the disposal of the Board of Directors who shall have the power to allot any such shares, convert any issued securities into shares of the Company and grant any appropriate rights to subscribe for such shares under the authority granted to them by S 551 of the Act being the period of five years from the date of adoption of the articles of association of the Company. Such authority shall permit the Board to honour any and all such agreements made within that period even though any actual allotment and granting of all and any such rights is effected outside of the five year period. The authority of the Board of Directors to allot shares and deal with the shares comprising the authorised share capital of the Company may only be renewed, revoked or varied by Company in General Meeting by the passing of an Ordinary Resolution

(d) Pursuant to the provisions of S 570 (1) of the 2006 Act, the authority of the Board is conferred as if S 561 (1) of the Act were not to apply to the Company

(e) Whenever any person or body is acquiring or proposes to acquire any shares comprised in the capital of the Company, then no financial assistance of whatever nature whatsoever shall be given by the Company for any such purpose as is specified in Section 678 of the 2006 Act, except as otherwise permitted by the Ss 681 - 682 of the 2006 Act or any subsequent statutory modification and in any such circumstances the restrictions of the Act shall be met

## SHARE CERTIFICATES

19 (a) Any person or body becoming the holder of any shares shall be entitled within two months after lodgement or allotment be entitled to receive one share certificate for all of his shares of each class or several certificates each for one or more of his shares upon the payment of such sum as the Board may determine shall be reasonable after each first certificate

(b) The Company shall only be required to seal share certificates when it has formally adopted a seal as the common seal of the Company

## UNCERTIFICATED SHARES & SHARE WARRANTS

20 (a) Any share or class of shares in the Company may be held or issued in such a way that the title to them is not or must not be evidenced by the certificate and in such manner that they may or must be transferred wholly or partly without a certificate

(b) In the case of such uncertificated shares, the directors shall have such power as they see fit in relation to evidencing of and transfer of title of such shares, records relating to the holding of such shares, conversion of certificated shares into uncertificated shares, conversion of uncertificated shares into certificated shares and the Company shall have the power by way of notice to require conversion to enable it to be dealt with in accordance with the articles and the directors shall at all times retain the power to sell, transfer, dispose of, effect forfeiture, re-allotment or surrender of an uncertified share or otherwise to enforce a lien in respect of it

(c) Shares held by a member in uncertified form must be treated as separate holdings from shares held in certificated form. A class of shares shall not be treated as two classes merely because some are designated as certified and others are designated as uncertified

(d) The directors may issue a share warrant in respect of any fully paid share and such share represented by a warrant may be transferred by delivery of the warrant representing it and provision may be made for payment of dividends in respect of any share represented by a share warrant and the directors shall be empowered to lay down the conditions upon which any share warrant is issued

## SHARE LIENS

21 The Company shall at all times retain a lien over every share which is partly paid for any part of that share's nominal value and the whole of any premium and such lien shall take priority over any third party's interest in such share and shall apply to any dividend or other moneys payable over such share and the directors shall at all times be empowered to waive such lien

## CALLS AND FORFEITURE

22 Subject to these articles and the terms upon which such shares have been allotted, the directors may issue a call notice to a member requiring that member to pay the Company a specified sum of money (the "call") which is payable on those shares held by such member and such member must comply with such call notice no earlier than 14 days and no later than 21 days and such call is not reduced or extinguished by transferring those shares subject to the call and failure to meet a call shall

empower the directors to issue notice of intended forfeiture to that member and such forfeiture shall include all dividends or other moneys due or payable on such shares

## TRANSMISSION OF SHARES

23 If title to a share passes to a transferee, the Company shall only recognise the transferee as having title to such shares and nothing in these articles shall release the estate of a deceased member from any liability in respect of a share held solely or jointly by that member

## SHARES

24 (a) 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 it may be determined by ordinary resolution or, in the absence, of such ordinary resolution, as may be determined by the directors on the issuance of the relevant shares. For the avoidance of doubt, the Company may by ordinary resolution or the directors may determine that shares may be issued with such rights as they so determine provided that they may not conflict with any provision or right set out in these articles or be different to any other share of the same class already in issue

(b) Without prejudice to article 24(a) the Company by ordinary resolution or in the absence of such an ordinary resolution, the directors may (i) issue any share, other than any A1, A2, B1, B2 or C Ordinary shares on terms that such shares shall only be entitled to participate in distributions or returns of capital or in a winding-up to the extent referable to certain assets or type of assets or business(es) as determined by such resolution or by the directors, (ii) determine the nominal value of any new class of share(s) to be issued (other than any A1, A2, B1, B2 or C Ordinary shares)

## ' A ' ORDINARY

25 (a) Except as set out in this article 25, the A1 Ordinary shares and A2 Ordinary shares shall form a single class of shares

(b) The ' A1 ' Ordinary shares and ' A2 ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares, and shall further have the right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have the right to vote on any written resolution of the Company PROVIDED THAT the holders of the 'A1' Ordinary shares and 'A' 2 Ordinary shares shall have no right to attend and vote at any General Meeting to the extent it concerns a resolution to wind up the Company or to vote on any written resolution of the Company to wind up the Company, or in either case, any resolution which the Directors consider to be necessary or desirable to enable the efficient winding up of the Company following or conditional on the passing of any resolution to wind up the Company

(c) The ' A1 ' Ordinary shares and ' A2 ' Ordinary shares shall not be entitled to participate in the distribution of the excess assets of the Company on any winding up of the Company

(d) Any variation proposed in the rights of the holders of ' A1 ' Ordinary shares and/or ' A2 ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' B ' ORDINARY

26 (a) Except as set out in this article 26, the B1 Ordinary shares and B2 Ordinary shares shall form a single class of shares

(b) The ' B1 ' Ordinary shares and ' B2 ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(c) The ' B1 ' Ordinary shares and ' B2 ' Ordinary shares shall be entitled to participate in the distribution of the excess assets of the Company on any winding up of the Company

(d) Any variation proposed in the rights of the holders of ' B1 ' Ordinary shares and/or B2 Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' C ' ORDINARY

27 (a) The ' C ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares and shall further have the right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have the right to vote on any written resolution of the Company

(b) The ' C ' Ordinary shares shall be entitled to participate in the distribution of the excess assets of the Company on any winding up of the Company

(c) Any variation proposed in the rights of the holders of ' C ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' D ' ORDINARY

28 (a) The ' D ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' D ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any

such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' E ' ORDINARY

29 (a) The ' E ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' E ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' F ' ORDINARY

30 (a) The ' F ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' F ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' G ' ORDINARY

31 (a) The ' G ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' G ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' H ' ORDINARY

32 (a) The ' H ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have

no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' H ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' I ' ORDINARY

33 (a) The ' I ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' I ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' J ' ORDINARY

34 (a) The ' J ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' J ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' K ' ORDINARY

35 (a) The ' K ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' K ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held



' L ' ORDINARY

37 (a) The ' L ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' L ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' M ' ORDINARY

38 (a) The ' M ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' M ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' N ' ORDINARY

39 (a) The ' N ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' N ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' O ' ORDINARY

40 (a) The ' O ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' O ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' P ' ORDINARY

41 (a) The ' P ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' P ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' Q ' ORDINARY

42 (a) The ' Q ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' Q ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' R ' ORDINARY

43 (a) The ' R ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' R ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' S ' ORDINARY

44 (a) The ' S ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' S ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' T ' ORDINARY

45 (a) The ' T ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' T ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' U ' ORDINARY

46 (a) The ' U ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' U ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

' V ' ORDINARY

47 (a) The ' V ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' V ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' W ' ORDINARY

48 (a) The ' W ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' W ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' X ' ORDINARY

49 (a) The ' X ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' X ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

#### ' Y ' ORDINARY

50 (a) The ' Y ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' Y ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

## ' Z ' ORDINARY

51 (a) The ' Z ' Ordinary shares in the capital of the Company shall have a right to participate in any dividend declared by the Company where declared to the holders of this class of shares but shall have no right to receive notice of and to attend and vote at any General Meeting duly convened by the Company and shall further have no right to vote on any written resolution of the Company

(b) Any variation proposed in the rights of the holders of ' Z ' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being a three-quarter majority of those attending and voting at such meeting and any such changes approved at any such class meeting must subsequently be approved by the passing of a special resolution at a subsequent General Meeting of the Company duly convened and held

## THE COMPANY SEAL

52 (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company

(b) Whenever a seal has been adopted it shall only be used under the authority of the Board of Directors or a committee of the Board authorised and empowered to execute all and any such documentation requiring such use of the seal on behalf of the Company Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company

The obligation to seal share certificates shall not apply if the Company has not adopted a seal

(c) The Company shall be entitled to have an Official Seal for use abroad and any such power shall be vested in the Board of Directors

(d) Where the Company has a securities seal, it may only be used to be affixed to securities by the Company Secretary or such person authorised by him or the board

## DIRECTORS' BORROWING POWERS

53 The Directors shall be enabled to exercise all of the powers of the Company, whether expressly or impliedly,

(a) to borrow and secure the payment of any and all such moneys loaned to the Company

(b) to guarantee the fulfilment of any and all such obligations and the performance of any such contract entered into on behalf of the Company, and,

(c) to issue debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company

## PROCEDURES AND CONVENTION OF GENERAL MEETINGS

54 (a) All meetings duly convened and held by the Company (other than the Annual General Meeting) shall be referred to as an Extraordinary General Meeting of the Company

(b) The company may convene a general meeting anywhere in the World and in determining whether a quorum is present two or more persons who are not in the same geographical location as each other may be deemed to be attending such general meeting if their circumstances are such that if they have and are able to exercise the rights to speak and vote at that meeting by way of being in a position to communicate to all those attending the meeting on the business of the meeting

(c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it and in doing so they shall have regard to the legitimate interests of the company, individual members and others attending the meeting in the efficient despatch of the business of the meeting

(d) Any notice issued by the Company convening any such General Meeting shall comply with the Act thereby notifying members of their rights to appoint proxies at any such meeting All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company

(e) Provided that a member has given prior consent to the Company in writing and provided an effective and correct address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of electrical or electronic communication whether by electric, electro - magnetic, electro - optical or any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest

(f) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation If such a quorum is not present within half an hour of the time set for any such adjourned meeting then the meeting may be dissolved thereafter

(g) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person, in person as a voting proxy for another member or by means of a proxy vote lodged with the company prior to the meeting In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall count towards determining a quorum

(h) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being the dedicated book held and maintained by the Company for such purpose

(i) No resolution may be passed if such resolution requires the casting vote of the Chairman who shall not exercise such vote other than to maintain the status quo

(j) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in

that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution

(k) On a show of hands every member entitled to vote at the meeting being an individual and present or (being a corporation) is present by a duly authorised representative then (unless he is himself a member entitled to vote) then every person attending as a member or a proxy shall have one vote on a show of hands and one vote on a poll (subject to any restrictions attaching to the share class)

(l) All original signed notices of meeting and other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company

(m) 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

(n) The chairman must chair general meetings at which he is present. If the directors have not appointed a chairman, or if the chairman is not present within ten minutes of the time at which a meeting was to start then the directors present or if no directors are present, the meeting itself 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 and such appointee shall be referred to as the "the chairman of the meeting"

#### RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS

55 Directors may attend and speak at general meetings, whether or not they are members and the chairman of the meeting may permit other persons who are not members of the company or otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting

#### ADJOURNMENT OF GENERAL MEETINGS

56 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it

57 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

58 The chairman of the meeting must adjourn a general meeting at which a quorum is present if he is directed to do so by the meeting

59 When adjourning a general meeting the chairman must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

60 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it to the same persons to whom notice of the company's general meetings is required to be given containing the same information which such notice is required to contain. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### VOTING AT GENERAL MEETINGS

61 Subject to the class rights of each share as specified in the articles, every shareholder shall have the right to one vote per each share held subject to the class rights of such shares as are determined in the articles. No voting rights may be exercised at any general meeting (or any adjournment thereof) unless all amounts due and payable to the company on such shares have been paid.

62 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles.

63 No objection 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. Any such objection must be referred to the chairman of the meeting whose decision is final and binding.

64 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.

65 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

66 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

A poll must be taken immediately and in such manner as the chairman of the meeting directs

67 If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution

#### PROXY NOTICES

68 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is executed by or on behalf of the member appointing the proxy, and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

69 All notices of a general meeting must specify the address at which the company or its agents will receive proxy notices. May be delivered in hard copy or electronic form. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as -

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

70 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

71 An appointment under a proxy notice may be revoked by delivering to the company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

#### AMENDMENTS TO RESOLUTIONS

72 An ordinary resolution may be amended if -

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed 48 hours before the meeting is to take place (or at such other time as the chairman of the meeting may direct), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

73 A special resolution may be amended 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 an obvious error in the resolution

74 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

#### NOTICES

75 Subject to the provisions of these articles -

- (a) anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the company for the purposes of the Companies Acts, and

- (b) any notice or document to be sent or supplied to a director in connection with the 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

76 A director may agree with the company that notices or documents sent to that director in a specified manner (including by way of e-mail and other electronic communication) 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 48 hours

77 Any communication sent to a member under the articles must be sent to the member's address as recorded in the register of members, unless—

- (a) the member and the company have agreed that another means of communication may be used , and
- (b) the member has supplied the company with the information it needs in order to be able to use that other means of communication

78 Any communication sent to a director must be sent to the director's address as recorded in the register of directors unless -

- (a) the member and the company have agreed that another means of communication may be used , and
- (b) the member has supplied the company with the information it needs in order to be able to use that other means of communication

#### INSPECTION OF BOOKS AND RECORDS

79 Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person (other than an authorised officer of the Crown) is entitled to inspect or take copies any of the company's books or records or documents merely by virtue of being a member of the company

#### REGISTRATION OF TRANSFERS OF SHARES

80 (a) Any proposed transfer of shares, stock or debentures in the capital of the Company shall be presented on the prescribed form, be correctly executed and shall have the appropriate stamping duty due (if any) paid thereon prior to presentation to the Company, together with any share certificate for cancellation or an appropriate form of indemnity. No more than one class of share shall be transferred on each prescribed form

(b) The Directors shall have absolute discretion to decline to register the proposed transfer of any shares in the capital of the Company without being required to give any reason or explanation thereof ( and shall decline any such proposed transfer where such transfer is not presented on the

appropriate stock transfer form with the correct stamp duty properly paid or lacking the original share certificate or form of indemnity) and shall further be entitled to decline to give any reason or explanation thereof on any formal request for such reason being received. Notice of any refusal to register any such proposed transfer shall be sent to both the transferee at the address recorded in the register of members and the address of any presenter of such documents of transfer within one month after the date upon which the documents of transfer were presented to the Company.

#### DIRECTORS AND OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

81 (a) Provided that any Director or Directors of the Company declares an interest he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to arrange or provide for the grant of any retirement pensions annuities or other benefits and allowances provided or to be provided for the benefit of any Director or officer or former Director or officers of the Company, its subsidiaries and predecessors in business and of the member of their family (including any spouse widow, or former spouse and dependants) of any Director or former Director of the Company)

#### RIGHT OF INDEMNITY OF DIRECTORS, OFFICERS AND AUDITORS

82 (a) The Directors and the Company shall be authorised and empowered to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 309(6) of the Act of any of the appointed Directors and officers of the Company (who may not necessarily be a Director of the Company) or of any Associated Company (as defined) in addition to the appointed Auditor of the Company

(b) All of the appointed Directors, officers and the Auditor of the Company shall be entitled at all times to be indemnified out of the assets of the Company against all and any liabilities, losses, debts, charges and expenses incurred and sustained by him as a result of any liability incurred in the performance of any duties of his office, (whether such liability is incurred in civil or criminal law), in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under which relief is granted to him from any liability by any Court or recognised tribunal having sufficient authority to do so

(c) The term " Liability " for the purpose of this Article shall mean any and all such liability incurred by any person being a Director, officer or Auditor (including any breach or failure of duty, negligence, breach of trust or any other default in relation to the Company or an Associated Company) in the course of him carrying out and executing his duties, employment or exercising the powers of his office on behalf of the Company