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"Group"

- 2.5 Any reference herein to the provisions of any statute or of any subordinate legislation shall include any amendment or re-enactment (with or without amendment) thereof for the time being in force.
- 2.6 Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Statutes, or the Regulations, shall bear the same meanings in these Articles.
- 2.7 A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles.
- 2.8 References herein to a share being in uncertificated form are references to that share being an uncertificated unit of a security.
- 2.9

8. **PAYMENT OF COMMISSION AND BROKERAGE**

The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such

Directors otherwise determine, holdings of the same holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings.

- 11.4 A class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which applies only in respect of certificated or uncertificated shares.
- 11.5 The Company shall be entitled, in accordance with regulation 32(2)(c) of the Regulations, to require the conversion of an uncertificated share into certificated form to enable it to deal with that share in accordance with any provision in these Articles, including in particular, Articles 66 to 70, 71 and 88.
- 11.6 The provisions of Articles 12 to 15 inclusive shall not apply to uncertificated shares.

12. **SHARE CERTIFICATES AND RIGHT TO SHARE CERTIFICATES**

- 12.1 Every share certificate shall specify the number and class and the distinguishing number (if any) of the shares to which it relates and the amount paid up thereon. No certificate shall be issued relating to shares of more than one class.
- 12.2 Subject to Article 11, every person (other than a recognised clearing house (within the meaning of the Financial Services and Markets Act 2000) or a nominee of a recognised clearing house or of a recognised investment exchange (within the meaning of the Financial Services and Markets Act 2000) in respect of whom the Company is not by law required to complete and have ready for delivery a certificate)

Directors deem adequate being given, a new certificate in lieu thereof shall be given

CALLS ON SHARES

19. CALLS

The Directors may, subject to the terms of allotment thereof, from time to time make such calls upon the Members as they think fit in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and each Member shall (subject to the Company serving on him at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the

25. **PAYMENT OF CALLS IN ADVANCE**

The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the monies, whether on account of the nominal value of the shares or by way of premium, uncalled and unpaid upon any shares held by him; and upon all or any of the monies so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 12 per cent. per annum, as may be agreed upon between the Directors and the Member paying such monies in advance.

FORFEITURE AND LIEN

26. **NOTICE IF CALL OR INSTALMENT NOT PAID**

If any Member fails to pay any call or instalment in full on or before the day appointed for payment thereof, the Directors may, at any time thereafter, serve a notice on him requiring him to pay so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment.

27. **FORM OF NOTICE**

The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which, and the place where, such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call or instalment is payable will be liable to be forfeited.

28. **FORFEITURE FOR NON-COMPLIANCE**

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time after the day specified in such notice, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall extend to all dividends declared and other monies payable in respect of the shares so forfeited and not actually paid before such forfeiture. Forfeiture shall be deemed to occur at the time of the passing of the said resolution of the Directors. The Directors may accept a surrender of any share liable to be forfeited hereunder upon such terms and conditions as they think fit.

29. **NOTICE 3.9917(1) 39n4.987)-8.9841Td (F)11(OR)-8.98438(F)11(E)-2.0100 IN notice ohrto eto9.0104(be)3.9937048(to 6(om)-10.9989.987)-58.9844(e)3.d9937048(to)3.9933)-2.98462**

to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

39. **RIGHT TO DECLINE REGISTRATION**

Subject to Article 88, the Directors may refuse to register any transfer of any share which is not a fully-paid share (whether certificated or uncertificated) **provided that**, where any such shares are admitted to the Official List of the Financial Services Authority or admitted to AIM such discretion may not be exercised in a way which

- (b) in the case of shares held in uncertificated form, the Directors receive information relating to nationality through a relevant system (as defined in the Regulations).

The Directors shall in any case where they may consider it appropriate require such person or the Operator to provide such evidence or give such information as to the matters referred to in the declaration as they think fit (acting reasonably). The Directors shall decline to register any person as a holder of a share held in certificated form if such further evidence or information is not provided or given. The Directors shall, so long as they act reasonably and in good faith, be under no liability to the Company or to any other person if they register any person as the holder of a share on the basis of a declaration, or other evidence or information provided pursuant to this Article 40.2 which declaration, evidence or information appears on its face to be correct. Nothing in this Article 40.2 shall in any way restrict the exercise by the Directors of their power pursuant to Articles 47.4 and 53.

For the purpose of this Article 40.2 the expression "Interest" shall have the meaning set out in Article 46.2.

41. NOTICE OF REFUSAL TO REGISTER

If the Directors refuse to register a transfer in the case of certificated shares, they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal together with its reasons for the refusal and (except in the case of fraud) return to him the instrument of transfer. If the Operator (as defined in the Regulations) of the relevant system refuses to register the transfer of an uncertificated share or of any such uncertificated renounceable right of allotment of a share it shall, as soon as practicable and in any event within two months after the date on which the relevant system member instruction or issuer instruction (as the case may be) was received by the Operator, send notice of the refusal to the relevant system member or participating issuer (as the case may be).

42. CLOSING OF REGISTER

The registration of transfers of shares or of any class of shares may be suspended (to the extent the same is consistent with the Act and the Regulations) at such times and for such periods (not exceeding 30 days in any year) as the Directors may from time to time determine. Notice of closure of the Register shall be given in accordance with the requirements of the Act.

43. RETENTION OF INSTRUMENT OF TRANSFER

All instruments of transfer which are registered may be retained by the Company.

44. NO FEE FOR REGISTRATION

No fee shall be charged by the Company on the registration of any instrument of transfer, probate, letters of administration, certificate of death or marriage, power of attorney, renunciation of a renounceable letter of allotment, stop notice or other

document or instruction relating to or affecting the title to any shares or otherwise for making any entry in the Register affecting the title to any shares.

45.

LIMITATIONS ON SHARE OWNERSHIP

46. PURPOSE

46.1 The purpose of Articles 46 to 61 is to ensure that so long as and to the extent that the holding or enjoyment by the Company or any subsidiary undertaking of the Company of any Operating Right is conditional on the Company being to any degree owned and/or controlled by EEA Nationals, the Company is so owned and/or controlled.

46.2 Definitions

In these Articles 46 to 61:

"**Affected Share**" means any share in the capital of the Company which shall be treated as such pursuant to Article 49.2;

"**Affected Share Disposal**" means a disposal or disposals of Interests in an Affected Share such that the share ceases to be an Affected Share;

"**Affected Share Notice**" means a notice in writing served in accordance with the provisions of Article 50;

"**Default Shares**" has the meaning given to it in Article 47.3;

"**Disclosure Notice**" means the a notice in writing served in accordance with the provisions of Article 47.1;

"**Direction Notice**" means the a notice in writing served in accordance with the provisions of Article 47.3;

"**EC Regulation**" means Regulation (EC) No. 1008/2008 of the European Parliament and of the Council of 23 September 2008 (as amended or readopted) on common rules for the operation of air services in the Community;

"**EEA National**" means any national of a Member State;

"**Intervening Act**" means the refusal, withholding, suspension or revocation of any Operating Right applied for, granted to or enjoyed by the Company or any subsidiary undertaking of the Company, or the imposition of any conditions or limitations upon any such Operating Right which materially inhibit the exercise thereof, in either case by any state, regulatory authority or person in reliance upon any provision or by reason of any matter or circumstance relating to the nationality of persons owning or controlling (however described) the Company;

"**Member State**" means (i) any state that from time to time is a Member State for the purposes of the EC Regulation or to which the provisions of the EC Regulation apply by virtue of an agreement between the EuropJ -78.5102 -438(rovision3.993)5(C)-2.010088(mm)-2.9 Iren 997(R)-2.01462(e)3.993ublticn 844(or)50292 (ns)-247TT(1)13.0991(r)-5.99772(e)-4.99land9 th

foregoing) any information which the Company shall deem necessary or desirable in order to determine whether any shares are Relevant Shares or are capable of being Affected Shares or whether it is necessary to take steps in order to protect an Operating Right of the Company or any of its subsidiary undertakings or otherwise in relation to the application or potential application of Articles 48 to 61.

- 47.2 The Company may give a Disclosure Notice pursuant to Article 47.1 above at any time and the Company may give one or more than one such notice to the same shareholder or other person in respect of the same shares or interest in shares.
- 47.3 If any shareholder, or any other person with a confirmed or apparent interest in shares of the Company held by such shareholder, has been duly served with a Disclosure Notice under this Article and is in default for more than 21 days from the date of service of the Disclosure Notice in supplying to the Company the information thereby required or, in purported compliance with such a notice, has made a statement which

the shares and interest in shares to a party unconnected either with the shareholder or with other persons interested or appearing to be interested in such shares.

48. **SEPARATE REGISTER**

48.1 The Directors shall maintain, in addition to the Register, a register (the "**Separate Register**"), in which shall be entered particulars of any share which:

- (a) has been acknowledged by the holder (or by any one of joint holders) or the Operator, whether pursuant to information provided pursuant to Article 47 or a declaration made in accordance with Article 40.2 or Article 48.2 below or otherwise, to be a Relevant Share; or
- (b) has been declared to be a Relevant Share pursuant to Article 48.3 below; or
- (c) the Directors otherwise determine to be included in the Separate Register in accordance with the provisions of the Articles,

and in any case which has not ceased to be a Relevant Share.

The particulars entered on the Separate Register in respect of any share shall comprise, in addition to the identity of the holder or joint holders, such information as has been requested by and supplied to the Directors (regarding, where appropriate, the name and nationality of any person having an Interest in such share and the nature and extent of the Interest of each person) pursuant to information provided pursuant to Article 47 or a declaration made in accordance with Article 40.2 or Article 48.2 below or otherwise or, if no such information has been supplied, such information as the Directors consider appropriate.

48.2 Any holder of a share which has not been acknowledged to be a Relevant Share who becomes aware that such share is or has become a Relevant Share shall forthwith notify the Company accordingly. Any holder of a share which is acknowledged to be a Relevant Share, including for the avoidance of doubt any Affected Share, who becomes aware that such share is not or has ceased to be a Relevant Share shall forthwith notify the Company accordingly. Any holder of a share who becomes aware that such share should be treated as a Relevant Share shall forthwith notify the Company accordingly.

48.3 The Directors may, and if at any time it appears to the Directors that a Relevant Person may have an Interest in a share particulars of which have not been entered in the Separate Register shall, give notice in writing to the registered holder of a share or to any other person who appears to them to be Interested in such share or the Operator requiring him to show to their reasonable satisfaction that such share is not a Relevant Share. Any person on whom such notice has been served and any other person who is Interested in such share and the Operator may within 21 days thereafter (or such longer period as the Directors may consider reasonable) make representations to the Directors as to why such share should not be treated as a Relevant Share but if, after considering such representations and such other information as seems to them relevant, the Directors are not so satisfied, the Directors shall declare such share to be

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person which necessitates such action in order to overcome, prevent or avoid an Intervening Act.

50. **AFFECTED SHARE NOTICES**

The Directors shall give an Affected Share Notice to the registered holder of any share which they determine to deal with as an Affected Share and/or to any other person who appears to them to be Interested in that share and to the Operator (in the case of a share held in uncertificated form) and shall state which of the provisions of Article 51 (all of which shall be set out in the Affected Share Notice) are to be applied forthwith in respect of such Affected Share. The Directors shall be entitled from time to time to serve further Affected Share Notices in respect of any Affected Share

54. **DISPOSALS OF AFFECTED SHARES**

- 54.1 For the purposes of a sale under Article 51.2(b) of a share held in certificated form the Directors may appoint any person to sign as transferor an instrument of transfer in favour of the transferee and may enter the name of the transferee in respect of the

61.

he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of

66.4 if the shares are admitted to the Official List of the Financial Services Authority or admitted to AIM, the Company has given notice to a Regulatory Information Service (as defined in the Financial Services Authority Listing Rules) of its intention to sell

ALTERATION OF CAPITAL

71. FRACTIONS OF SHARES

Subject to any direction by the Company in general meeting, whenever as the result of any consolidation or division of shares Members of the Company are entitled to any

NOTICE OF GENERAL MEETINGS

75. LENGTH AND FORM OF NOTICE

An annual general meeting shall be called by not less than 21 clear days' notice, and a meeting of the Company other than an annual general meeting shall be called by not less than 14 clear days' notice. The notice of meeting shall be given to the Members (other than any who, under the provisions of the Articles or the terms of allotment or issue of shares, are not entitled to receive notice), to the Directors and to the auditors. The Directors may determine that persons entitled to receive notices of meeting are those persons entered on the register at the close of business on a day determined by the Directors, **provided that**, if the Company is a participating issuer, the day determined by the Directors may not be more than 21 days before the day that the relevant notice of meeting is being sent. The notice of meeting shall also specify a time (which shall not be more than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the meeting) by which a person must be entered on the register in order to have the right to attend or vote at the meeting. Changes to entries on the register after the time so specified in the notice shall be disregarded in determining the rights of any person to so attend or vote.

76.

appointment of a chairman of the meeting in accordance with the provisions of these Articles shall not be treated as part of the business of the meeting.

- 78.2 If within five minutes (or such longer time as the chairman of the meeting may decide) from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such day, time and place as the chairman of the meeting shall appoint, **provided that** the adjourned meeting shall not take place prior to ten clear days after the date of the original meeting. If

83. AMENDMENTS TO RESOLUTIONS

If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a special resolution no amendment thereto (other than an amendment to correct a patent error) may in any event be considered or voted upon.

84. METHOD OF VOTING AND DEMAND FOR A POLL

84.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman of the meeting; or
- (b) by at least five Members present in person or by proxy and having the right to vote on the resolution; or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote on the resolution (excluding any voting rights attached to any shares in the Company held as treasury shares); or
- (d) by a Member or Members present in

given of a poll not taken immediately. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn with the consent of the chairman of the meeting

bonis or other person authorised on his behalf by that court, and such receiver, curator bonis or other person may, on a poll, vote by proxy, **provided that** evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote has been delivered at the Office (or at such other place as may be specified in accordance with these Articles for the delivery of appointments of proxy) not later than the last time at which an appointment of a proxy should have been delivered in order to be valid for use at that meeting or on the holding of that poll.

**88. SUSPENSION OF RIGHTS FOR NON-PAYMENT OF CALLS AND
NON-DISCLOSURE OF INTERESTS**

88.1 No Member shall, unless the Directors otherwise determine, be entitled, in respect of any share in the capital of the Company held by him, to be present or to vote on any question, either in person or by proxy, at any general meeting, or separate general meeting of the holders of any class of shares of the Company, or to be reckoned in a quorum, if any call or other sum presently payable by him to the Company in respect of such share remains unpaid.

88.2

(c)

Member or of any other person appearing to the Directors to be interested in any of the restricted shares shall be deemed to be connected with the transferring Member); or

- (iii) the transfer results from a sale made on or through a market operated by the London Stock Exchange or on or through any stock exchange outside the United Kingdom on which the Company's shares of the same class as the 3.99373(s)-349.973(sOvi73(s)-349.973(sOvi73(s)-349.973(sOvi73

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to, or amendments or revocations of, any such Uncertificated Proxy Instruction to be made by like means. Notwithstanding any other provision of these Articles, the Directors may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Directors may treat any such Uncertificated Proxy Instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

93.2 An appointment of a proxy and any other document referred to in the last sentence of

place (if any) as is specified for depositing the appointment of proxy or, where the

shareholder or otherwise or any parent undertaking or subsidiary undertaking of any parent undertaking of the Company, and no such Director shall, by reason of his office, be accountable to the Company for any remuneration or other benefits which derive from any such office or employment or from any contract, transaction or arrangement with, or from his membership or interest in, such other body corporate or undertaking. No such office, employment, contract, transaction or arrangement or interest shall be liable to be avoided on the ground of any such interest or benefit.

103. DIRECTORS' FEES

The Directors shall be paid out of the funds of the Company by way of fees for their services as Directors such sums (if any) as the Directors may from time to time determine (not exceeding in the aggregate an annual sum (excluding amounts payable under any other provision of these Articles) of £850,000 or such larger amount as the Company may by ordinary resolution determine) and such remuneration shall be divided between the Directors as they shall agree or, failing agreement, equally. Such remuneration shall be deemed to accrue from day to day.

104. DIRECTORS EXPENSES

The Directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or of the holders of any class of shares or debentures of the Company or otherwise in connection with the business of the Company.

105. ADDITIONAL REMUNERATION

Any Director who is appointed to any executive office or who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

ALTERNATE DIRECTORS

106. ALTERNATE DIRECTORS

106.1 Each Director shall have the power at any time to appoint as an alternate Director either (i) another Director or (ii) any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the Office or at a meeting of the Directors or in the case of an appointment or removal in electronic form, at such address (if any) specified by the Company for that purpose. An alternate Director shall not be required to hold any shares in the capital of the Company and shall not be counted in reckoning the maximum and minimum numbers of Directors allowed or required by Article 99.

- 106.2 An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be an agent of his appointor.
- 106.3 An alternate Director shall be entitled (subject to his giving to the Company either an address within the United Kingdom or an address for the purpose of sending or receiving documents or information by electronic means at which notices may be served upon him) to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member, and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as Director of his appointor.
- 106.4 The appointment of an alternate Director shall automatically determine on the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.
- 106.5 A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

BORROWING POWERS

107. DIRECTORS' BORROWING POWERS AND RESTRICTIONS ON BORROWING

- 107.1 The Directors shall restrict the borrowings of the Company, and shall so far as possible by the exercise of the Company's voting rights in and other rights or powers of control over its Subsidiary Undertakings secure that they restrict their borrowings, so that the aggregate principal amount at any time outstanding in respect of money borrowed by the Group shall not without the previous sanction of an ordinary resolution of the Company exceed a sum equal to three times the adjusted share capital and reserves.
- 107.2 For the purposes of this Article:
- (a) "**adjusted share capital and reserves**" means the aggregate of the amount paid up or credited as paid up on the allotted or issued share capital of the Company and the amount standing to the credit of each of the consolidated capital and revenue reserves (including any share premium account, capital redemption reserve, revaluation reserve and profit and loss account but net of any debit balance on profit and loss account) of the Group all as shown in the

latest audited consolidated balance sheet of the Group but adjusted as may be necessary:

- (i) to take account of any variation in the paid up share capital, share premium account or capital redemption reserve of the Company since the date of that balance sheet and so that for this purpose if any issue or proposed issue of shares by the Company for cash has been underwritten (whether conditionally or not) then such shares shall be deemed to have been issued and the amount (including any premium) of the subscription money shall to the extent so underwritten be deemed to have been paid up on the date when the issue was underwritten;
- (ii) to take account in the case of Subsidiary Undertakings of the interests of participants outside the Group (if any) and any variation in the interest of the Company in any Subsidiary Undertaking between the date of the balance sheet and the date for which the calculation falls to be made;
- (iii) to add back an amount equal to amounts charged in respect of any deferred tax liabilities and any deficit relating to pensions and other

- (ix) monies held by any member of the Group whether on deposit or current account or otherwise in connection with any scheme for the benefit of employees or their dependants.

107.3 For the purposes of calculating the amount of money borrowed under this Article there shall be credited (subject, in the case of any item held or deposited by a partly-owned Subsidiary Undertaking, to the exclusion of a proportion thereof equal to the proportion of the issued equity share capital of the partly-owned Subsidiary Undertaking which is not directly or indirectly attributable to the Company) against the gross amount of money borrowed the aggregate of:

- (a) cash in hand of the Group;
- (b) the realisable value of certificates of deposit and securities of governments and companies owned by a member of the Group; and
- (c) cash deposits and the credit balance on each current account of the Group with banks in the United Kingdom or elsewhere.

107.4 No person dealing with the Company or any Subsidiary Undertakings shall by reason of the foregoing provisions be concerned to see or enquire whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual.

107.5 When moneys denominated or repayable in a currency other than sterling fall to be taken into account on any day for the purposes of this Article, such moneys shall be converted for the purpose of calculating the sterling equivalent either:

- (a) at the rate of exchange prevailing on that day in London **provided that** all but not some only of such moneys shall be converted at the rate of exchange prevailing in London six months before such day if thereby such aggregate amount would be less (and so that for this purpose the rate of exchange shall be taken as the spot rate in London quoted at or about 11.00 am on the day in question by a London clearing bank, approved by the Directors, as being the rate for the purchase by the Company of the currency and amount); or
- (b) where the repayment of such moneys is expressly covered by a forward purchase contract at the rate of exchange specified therein.

107.6 A report by the Auditors stating what is in their opinion, based on their examination of the accounting records of the Group or such other evidence as they may think appropriate, the amount of the adjusted share capital and reserves or the amount of money borrowed or to the effect that the limit imposed by this Article was not or will not be exceeded at any time or times shall be conclusive evidence of such amount or fact for the purposes of this Article.

POWERS AND DUTIES OF DIRECTORS

108. POWERS OF COMPANY VESTED IN THE DIRECTORS

The business of the Company shall be managed by the Directors, who may exercise all the powers of the Company subject, nevertheless, to the provisions of these

Articles and of the Statutes, and to such directions as may be given by the Company in general meeting by special resolution, **provided that** no alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if such alteration had not been made or such direction had not been given.

- (g) the giving of an indemnity pursuant to Article 167; and
- (h) the provision of funds to any Director to meet, or the doing of anything to

97A.2 A Director shall not be in breach of any duty in respect of a situation, matter, transaction or arrangement that has been authorised by Article 97A.1 above:

- (a) if he receives confidential information as a result of the conflict situation from a third party and does not disclose this to the Company or use it for the Company's benefit; or
- (b) where he takes mitigating action when the actual conflict arises by taking action including, but not limited to, not attending board meetings of the Company or reading relevant board papers.

115. **EXERCISE OF COMPANY'S VOTING POWERS**

The Directors may exercise or procure the exercise of the voting rights conferred by the shares in any other body corporate held or owned by the Company or any power of appointment in relation to any other body corporate, and may exercise any voting rights or power of appointment to which they are entitled as directors of such other body corporate, in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of appointing themselves or any of them as

118. VACATION OF A DIRECTOR'S OFFICE

The office of a Director shall be vacated in any of the following events, namely:

- 118.1 if a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally;
- 118.2 if he becomes prohibited by law from acting as a Director;
- 118.3 if, in England or elsewhere, an order is made by any court claiming jurisdiction in that

120. **APPOINTMENT OF DIRECTORS BY SEPARATE RESOLUTION**

A single resolution for the appointment of two or more persons as Directors shall not be put at any general meeting, unless an ordinary resolution that it should be so put has first been agreed to by the meeting without any vote being given against it.

121. **PERSONS ELIGIBLE FOR APPOINTMENT**

No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for appointment to the office of Director at any general meeting unless not less than seven nor more than 42 days before the date appointed for the meeting there shall have been left at the Office notice in writing, signed by a Member duly qualified to attend and vote at such meeting, of his intention to propose such person for appointment, and also notice in writing signed by that person of his willingness to be appointed.

122. **CASUAL VACANCIES AND ADDITIONAL DIRECTORS – POWERS OF COMPANY**

Subject as aforesaid, the Company may from time to time by ordinary resolution

126. **BOARD MEETINGS AND PARTICIPATION**

The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Without prejudice to the foregoing, all or any of the Directors or of the members of any committee of the Directors may participate in a meeting of the Directors or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and to address each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present. The word "**meeting**" in these Articles shall be construed accordingly.

127. **QUORUM AT BOARD MEETINGS**

The Directors may determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. A meeting of the Directors shall not be quorate unless a majority of the Directors present are EEA Nationals (as defined in Article 46.2).

128. **VOTING AT BOARD MEETINGS**

of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

131. APPOINTMENT OF CHAIRMAN AND DEPUTY CHAIRMAN OF MEETINGS

The Directors may elect one of their number as a chairman of their meetings, and one of their number to be the deputy chairman of their meetings and may at any time remove either of them from such office; but if no such chairman or deputy chairman is elected, or if at any meeting neither the chairman nor the deputy chairman is present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number to be chairman of such meeting.

132. DELEGATION OF DIRECTORS' POWERS TO COMMITTEES

The Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve any payment to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee any reference in these Articles to the exercise by the Directors of such power or discretion shall be read and construed as if it were a reference to the exercise of such power or discretion by such committee. Any committee so formed shall in the exercise of the powers and discretions so delegated conform to any regulations that may from time to time be imposed by the Directors in default of which the meetings and proceedings of a committee consisting of more than one member shall be governed ~~by~~ *and* by the provisions of these Articles regulating the proceedings and meetings of the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.

133. VALIDITY OF DIRECTORS' ACTS

All acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director or as a member of a committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons acting as aforesaid, or that any of such persons were disqualified from holding office or not entitled to vote on the matter in

143. **RESTRICTIONS ON DIVIDENDS**

No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Statutes.

144. **CALCULATION OF DIVIDENDS**

Subject to the Statutes, and to the rights of persons, if any, entitled to shares with any priority, preference or special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose of this Article as paid up on the share. All dividends shall be 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; but if any share is issued on terms providing that it shall rank for dividend as if paid up in full or in part from a particular date, whether past or future, such share shall rank for dividend accordingly.

145. **DEDUCTIONS OF AMOUNTS DUE ON SHARES AND WAIVER OF DIVIDENDS**

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

145.2 The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder or otherwise by operation of law) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

146.

147.2 The Company may pay any dividend or other monies payable in cash in respect of shares by direct debit, bank or other funds transfer system (subject always, in respect of shares in uncertificated form, to the facilities and requirements of the relevant system concerned, where payment is to be made by means of such system), or by cheque, dividend warrant or money order and may remit the same by post directed to the registered address of the holder or person entitled thereto (or, in the case of joint holders or of two or more persons entitled thereto, to the registered address of the person whose name stands first in the Register), or to such person and to such address as the holder or joint holders or person or persons may in writing direct, and the Company shall not be responsible for any loss of any such cheque, warrant or order nor for any loss in the course of any such transfer or where it has acted on any such directions. Every such cheque, warrant or order shall be made payable to, or to the order of, the person to whom it is sent, or to, or to the order of, such person as the holder or joint holders or person or persons entitled may in writing direct, and the payment of such cheque, warrant or order or the collection of funds from or transfer of funds by a bank in accordance with such direct debit or bank or other funds transfer

153. ACCOUNTING RECORDS TO BE KEPT

when the advertisement has appeared. In any such case the Company shall send

exercised by the Company with the prior sanction of a special resolution and in any case subject to the provisions of the Act. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall

168. **FUNDING OF EXPENDITURE IN DEFENDING PROCEEDINGS**

The Company may also provide funds to any Director or other officer of the Company or of any Group Company (as defined in Article 109.2) (excluding the Auditors) to meet, or do anything to enable a Director or other officer of the Company or any Group Company (as defined in Article 109.2) to avoid incurring expenditure of the