

THE COMPANIES ACT 1985 AND 2006

A PUBLIC COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

SMITHS GROUP PLC

(ADOPTED BY SPECIAL RESOLUTION PASSED ON

17 NOVEMBER 2009; AMENDED BY SPECIAL RESOLUTION PASSED ON 14 NOVEMBER 2017)

NO. 137013

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PRELIMINARY

1. **Standard regulations do not apply**

None of the regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 or any other articles or regulations prescribing forms of articles which may apply to companies under the Statutes or any former enactment relating to companies shall apply to the Company.

2. **Interpretation**

(1) In these articles, unless the contrary intention appears:

(a) the following definitions apply:

<i>these articles</i>	...	means these articles of association, as from time to time altered;
<i>board</i>	...	means the board of directors for the time being of the Company;
<i>CA 2006</i>	...	means the Companies Act 2006 as in force from time to time;
<i>clear days</i>	...	means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<i>committee</i>	...	means a committee of the board;
<i>the Company</i>	...	means Smiths Group plc;

<i>Disclosure Guidance and Transparency Rules</i>	...	means the disclosure guidance and transparency rules for the time being in force, as published by the Financial Conduct Authority in its Handbook of Rules and Guidance;
<i>director</i>	...	means a director for the time being of the Company;
<i>electronic signature</i>	...	has the same meaning as in the Electronic Communications Act 2000;
<i>holder</i>	...	in relation to any share means the member whose name is entered in the register as the holder of that share
<i>office</i>	...	means the registered office for the time being of the Company;
<i>paid up</i>	...	means paid up or credited as paid up;
<i>person entitled by transmission</i>		means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law;
<i>present</i>	...	means for the purposes of physical general meetings, present in person or, for the purposes of electronic general meetings, present by electronic means;
<i>a proxy notification address</i>	...	means the address or addresses specified in a notice of a meeting or in any other information issued by the Company in relation to a meeting (or, as the case may be, an adjourned meeting or a poll) for the receipt of proxy notices relating to that meeting (or adjourned meeting or poll) or, if no such address is specified, the office;
<i>register</i>	...	means either or both of the issuer register of members and the Operator register of members (as defined under the Regulations);
<i>Regulations</i>	...	means the Uncertificated Securities Regulations 2001 including any modification or re-enactment of them for the time being in force;
<i>relevant system</i>	...	means a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument, pursuant to the Regulations;
<i>seal</i>	...	means any common seal of the Company or any official seal or securities seal which the Company may have or be permitted to have under the Statutes;

<i>secretary</i>	...	means the secretary of the Company or, if there are joint secretaries, any of the joint secretaries and includes a deputy or assistant secretary and any person appointed by the board to perform any of the duties of the secretary of the Company;
<i>Statutes</i>	...	means the CA 2006, the Regulations and every other statute, statutory instrument, regulation or order for the time being in force concerning the Company;
<i>treasury shares</i>	...	means those shares held by the Company in treasury in accordance with section 724 of the CA 2006; and
<i>UKLA</i>	...	means the UK Listing Authority;

- (b) any reference to an ***uncertificated share***, or to a share being held in uncertificated form, means a share title to which is recorded on the Operator register of members of the company and which may, by virtue of the regulations, be transferred by means of a relevant system, and any reference to a certificated share means any share other than an uncertificated share;
- (c) any other words or expressions defined in the CA 2006 or, if not defined in the CA 2006, in any other of the Statutes (in each case as in force on the date these articles take effect) have the same meaning in these articles unless inconsistent with the subject or context, except that the word ***company*** includes any body corporate;
- (d) any reference elsewhere in these articles to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force;
- (e) words importing the singular number include the plural number and vice versa, words importing one gender include the other gender and words importing persons include bodies corporate and unincorporated associations;
- (f) any reference to ***electronic facilities*** includes, without limitation, website addresses and conference call systems, and references to persons attending meetings by electronic means attendance at electronic general meetings via the electronic facilities stated in the notice of such meeting;
- (g) any reference to a person's ***participation*** in the business of any general meeting includes without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these articles to be made available at the meeting and participate and participating shall be construed accordingly.
- (h) any reference to a ***meeting*** means a meeting convened and held in any manner permitted by these articles, including without limitation a general meeting of the Company at which some or all persons entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Statutes and these articles and attend and participate, attending and participating and attendance and participation shall be construed accordingly;
- (i) any reference to ***writing*** includes a reference to any method of reproducing words in a legible form;

- (j) any reference to a signature or to something being signed or executed includes a signature printed or reproduced by mechanical or other means or any stamp or other distinctive marking made by or with the authority of the person required to sign the document to indicate it is approved by such person, or in respect of communications in electronic form only any other means of verifying the authenticity of an electronic communication in electronic form which the board may from time to time specify or, where no means has otherwise been specified by the board, an electronic signature (which shall for the purposes of the CA 2006 be a manner of authentication specified by the Company for the purposes of section 1146(3)(b) of the CA 2006), provided that the Company has no reason to doubt the authenticity of that electronic signature;
- (k) any reference to a document being sealed or executed under seal or under the common seal of any body corporate (including the Company) or any similar expression includes a reference to its being executed in any other manner which has the same effect as if it were executed under seal;
- (l) any reference to a meeting shall not be taken as requiring more than one person to be present personally if any quorum requirement can be satisfied by one person;
- (m) any reference to a show of hands includes such other method of casting votes as the board may from time to time approve;
- (n) where the Company has a power of sale or other right of disposal in relation to any share, any reference to the power of the Company or the board to authorise a person to transfer that share to or as directed by the person to whom the share has been sold or disposed of shall, in the case of an uncertificated share, be deemed to include a reference to such other action as may be necessary to enable that share to be registered in the name of that person or as directed by him; and
- (o) any reference to:
 - (i) rights attaching to any share;
 - (ii) members having a right to attend and vote at general meetings of the Company;
 - (iii) dividends being paid, or any other distribution of the Company's assets being made, to members; and
 - (iv) interests in a certain proportion or percentage of the issued share capital, or any class of share capital

shall, unless otherwise expressly provided by the Statutes, be construed as though any treasury shares held by the Company had been cancelled.

- (2) Subject to the Statutes, a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under these articles.
- (3) Headings to these articles are inserted for convenience only and shall not affect construction.

SHARE CAPITAL

3. Liability of Members

The liability of each member is limited to the amount (if any) for the time being unpaid on the shares held by that member.

4. **Rights attached to shares**

Subject to the Statutes, to the rights conferred on the holders of any other shares and the provisions of article 8, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution is in effect or so far as the resolution does not make specific provision, as the board may decide.

5. **Power to allot securities and to sell treasury shares**

- (1) Subject to the provisions of the Statutes, these articles and any resolution of the Company, the board may allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares to such persons, at such times and on such terms, including as to the ability of such persons to assign their rights to be issued such shares, as they think proper.
- (2) The board shall be generally and unconditionally authorised pursuant to and in accordance with Section 551 of CA 2006 to exercise for each Allotment Period all the powers of the Company to allot shares, and to grant rights to subscribe for, or to convert any security into, shares, of an aggregate nominal amount up to the Section 551 Amount. By such authority the board may, during the Allotment Period, make offers or agreements which would or might require shares to be allotted, or rights to be granted, after the expiry of such period.
- (3) During each Allotment Period the board shall be empowered to allot equity securities wholly for cash pursuant to and within the terms of the authority in article 5(2) and to sell treasury shares wholly for cash:
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount equal to the Section 561 Amount,

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale. Under such power the Directors may, during the Allotment Period, make offers or agreements which would or might require equity securities to be allotted after the expiry of such period.

- (4) For the purposes of this article:
 - (a) ***Allotment Period*** means any period specified as such by the Relevant Ordinary Resolution;
 - (b) ***Section 551 Amount*** means the amount specified as such by the Relevant Ordinary Resolution;
 - (c) ***equity securities, ordinary shares*** and references to the allotment of equity securities shall have the same meanings as in Section 560 of the CA 2006;
 - (d) ***Section 561 Amount*** means the amount specified as such in the Relevant Special Resolution;
 - (e) ***pre-emptive offer*** means an offer of equity securities open for acceptance for a period fixed by the board to (a) holders (other than the Company) on the register on a record date fixed by the board of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

- (f) **Relevant Ordinary Resolution** means, at any time, the most recently passed resolution varying, renewing or further renewing the authority conferred by article 5(2);
- (g) **Relevant Special Resolution** means, at any time, the most recently passed special resolution renewing or further renewing the authority conferred by article 5(3); and
- (h) in the case of rights to subscribe for, or to convert any securities into, shares of the Company, the nominal amount of such securities shall be taken to be the nominal amount of the shares which may be allotted pursuant to such rights.

6. Power to pay commission and brokerage

The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Statutes.

7. Consolidation or sub-division

- (1) A resolution by which any share is sub-divided may determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have such preferred or other special rights, or may have such qualified or deferred rights or be subject to such restrictions, as compared with the other or others, as the Company has power to attach to new shares.
- (2) If as a result of any consolidation and division or sub-division of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit. In particular, the board may:
 - (a) (on behalf of those members) aggregate and sell the shares representing the fractions to any person (including, subject to the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members (except that any proceeds in respect of any holding less than a sum fixed by the board may be retained for the benefit of the Company or at the board's discretion be distributed to an organisation which is a charity for the purposes of the laws of England and Wales); or
 - (b) subject to the Statutes, first, allot to a member credited as fully paid by way of capitalisation of any reserve account of the Company such number of shares as rounds up his or her holding to a number which, following consolidation and division or sub-division, leaves a whole number of shares.
- (3) For the purpose of a sale under paragraph (2)(a) above, the board may authorise a person to transfer the shares to, or as directed by, the purchaser, who shall not be bound to see to the application of the purchase money and the title of the new holder to the shares shall not be affected by any irregularity in or invalidity of the proceedings relating to the sale.

8. Power to issue redeemable shares

Subject to the Statutes, any share may be issued on terms that it is to be redeemed or is liable to be redeemed at the option of the Company or the holder, and the board may determine the terms, conditions and manner of redemption of any such share.

9. Power to reduce capital

Subject to the Statutes and to any rights conferred on the holders of any class of shares, the Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other undistributable reserve in any way.

10. Trusts not recognised

Except as required by law or these articles, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required to recognise (even when having notice of it) any interest in or in respect of any share, except the holder's absolute right to the entirety of the share.

UNCERTIFICATED SHARES - GENERAL POWERS

11. Uncertificated shares - general powers

- (1) Subject to the provisions of the Regulations, the board may permit any class of shares to be held in uncertificated form and to be transferred by means of a relevant system.
- (2) In relation to any share which is for the time being held in uncertificated form:
 - (a) the Company may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under the Statutes or these articles or otherwise in effecting any actions and the board may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected;
 - (b) any provision in these articles which is inconsistent with:
 - (i) the holding or transfer of that share in the manner prescribed or permitted by the Statutes;
 - (ii) any other provision of the Statutes relating to shares held in uncertificated form; or
 - (iii) the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system,shall not apply;
 - (c) the Company may, by notice to the holder of that share, require the holder to change the form of such share to certificated form within such period as may be specified in the notice;
 - (d) the Company may, by notice to the holder of that share, require the holder to give any instructions necessary to transfer title to that share by means of the relevant system within such period as may be specified in the notice;
 - (e) the Company may, by notice to the holder of that share, require the holder to appoint any person to take any step, including without limitation the giving of any instructions by means of the relevant system, necessary to transfer that share within such period as may be specified in the notice;
 - (f) the Company may require the Operator to convert that uncertificated share into certificated form in accordance with regulation 32(2)(c) of the Regulations;
 - (g) the Company may require that share to be converted into certificated form in accordance with the Statutes; and
 - (h) the Company shall not issue a certificate.
- (3) The Company may, by notice to the holder of any share in certificated form, direct that the form of such share may not be changed to uncertificated form for a period specified in such notice.

- (4) For the purpose of effecting any action by the Company, the board may determine that shares held by a person in uncertificated form shall be treated as a separate holding from shares held by that person in certificated form but shares of a class held by a person in uncertificated form shall not be treated as a separate class from shares of that class held by that person in certificated form.

VARIATION OF RIGHTS

12. Variation of rights

- (1) Whenever the share capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue may from time to time (whether or not the Company is being wound up) be varied in such manner as those rights may provide or (if no such provision is made) either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the authority of a special resolution passed at a separate general meeting of the holders of those shares.
- (2) The provisions of these articles relating to general meetings of the Company or to the proceedings at general meetings shall apply, *mutatis mutandis*, to every such separate general meeting, except that:
- (a) the quorum at any such meeting (other than an adjourned meeting) shall be 2 persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class;
 - (b) at an adjourned meeting the quorum shall be one person holding shares of the class or his or her proxy;
 - (c) every holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him;
 - (d) a poll may be demanded by any one holder of shares of the class whether present personally or by proxy; and
 - (e) if a meeting is adjourned for any reason including a lack of quorum, the adjourned meeting may be held less than ten clear days after the original meeting, notwithstanding article 26(4).
- (3) Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by:
- (a) the creation or issue of further shares ranking *pari passu* with them or by the purchase or redemption by the Company of any of its own shares; or
 - (b) the Company permitting, in accordance with the Regulations, the holding of and transfer of title to shares of that or any other class in uncertificated form by means of a relevant system.

TRANSFERS OF SHARES

13. Right to transfer shares

Subject to the restrictions in these articles, a member may transfer all or any of his or her shares in any manner which is permitted by the Statutes and is from time to time approved by the board.

14. Transfers of uncertificated shares

The Company shall maintain a record of uncertificated shares in accordance with the Statutes.

15. Transfers of certificated shares

- (1) An instrument of transfer of a certificated share may be in any usual form or in any other form which the board may approve and shall be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee.
- (2) The board may, in its absolute discretion, refuse to register any instrument of transfer of a certificated share:
 - (a) which is not fully paid up but not so as to prevent dealings in those shares from taking place on an open and proper basis; or
 - (b) on which the Company has a lien.
- (3) The board may also refuse to register any instrument of transfer of a certificated share unless it is:
 - (a) left at the office, or at such other place as the board may decide, for registration; and
 - (b) accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the board may reasonably require to prove the title of the intending transferor or his or her right to transfer the shares.
- (4) All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the board refuses to register shall (except in any case where fraud or any other crime involving dishonesty is suspected in relation to such transfer) be returned to the person presenting it.

16. Other provisions relating to transfers

- (1) No fee shall be charged for registration of a transfer or other document or instruction relating to or affecting the title to any share.
- (2) The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect of the share.
- (3) The board may refuse to register any transfer unless it is in respect of only one class of shares.
- (4) Nothing in these articles shall preclude the board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
- (5) Unless otherwise agreed by the board in any particular case, the maximum number of persons who may be entered on the register as joint holders of a share is 4.

TRANSMISSION OF SHARES

17. Transmission on death

If a member dies, the survivor, where the deceased was a joint holder, and his or her personal representatives where he or she was a sole or the only surviving holder, shall be the only person or persons recognised by the Company as having any title to his or her shares; but nothing in these articles shall release the estate of a deceased holder from any liability in respect of any share held by him or her solely or jointly.

18. Election of person entitled by transmission

- (1) A person becoming entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law may, on producing such evidence as the board may require and subject as provided in this article, elect either to be registered himself or

herself as the holder of the share or to have some person nominated by him or her registered as the holder of the share.

- (2) If he or she elects to be registered himself or herself, he or she shall give notice to the Company to that effect. If he or she elects to have another person registered, he or she shall execute a transfer of the share to that person or shall execute such other document or take such other action as the board may require to enable that person to be registered.
- (3) The provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer or other document or action as if it were a transfer effected by the person from whom the title by transmission is derived and the event giving rise to such transmission had not occurred.

19. Rights of person entitled by transmission

- (1) A person becoming entitled to a share in consequence of a death or bankruptcy or of any other event giving rise to a transmission by operation of law shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share and shall have the same rights in relation to the share as he or she would have if he or she were the holder except that, until he or she becomes the holder, he or she shall not be entitled to attend or vote at any general meeting of the Company.
- (2) The board may at any time give notice requiring any such person to elect either to be registered himself or herself or to transfer the share and, if after 90 days the notice has not been complied with, the board may withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

DISCLOSURE OF INTERESTS IN SHARES

20. Disclosure of interests in shares

- (1) This article applies where the Company gives to the holder of a share or to any person appearing to be interested in a share a notice requiring any of the information mentioned in section 793 of the CA 2006 (a *section 793 notice*).
- (2) If a section 793 notice is given by the Company to a person appearing to be interested in any share, a copy shall at the same time be given to the holder, but the accidental omission to do so or the non-receipt of the copy by the holder shall not prejudice the operation of the following provisions of this article.
- (3) If the holder of, or any person appearing to be interested in, any share has been given a section 793 notice and, in respect of that share (a *default share*), has been in default for a period of 14 days after the section 793 notice has been given in supplying to the Company the information required by the section 793 notice, the restrictions referred to below shall apply. Those restrictions shall continue for the period specified by the board, being not more than 7 days after the earlier of:
 - (a) the Company being notified that the default shares have been sold pursuant to an exempt transfer; or
 - (b) due compliance, to the satisfaction of the board, with the section 793 notice.

The board may waive these restrictions, in whole or in part, at any time.

- (4) The restrictions referred to above are as follows:

- (a) if the default shares in which any one person is interested or appears to the Company to be interested represent less than 0.25 per cent. of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares, to attend or to vote, either personally or by proxy, at any general meeting of the Company; or
- (b) if the default shares in which any one person is interested or appears to the Company to be interested represent at least 0.25 per cent. of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares:
 - (i) to attend or to vote, either personally or by proxy, at any general meeting of the Company; or
 - (ii) to receive any dividend or other distribution; or
 - (iii) to transfer or agree to transfer any of those shares or any rights in them.

The restrictions in subparagraphs (a) and (b) above shall not prejudice the right of either the member holding the default shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under an exempt transfer.

- (5) If any dividend or other distribution is withheld under paragraph (4)(b) above, the member shall be entitled to receive it as soon as practicable after the restriction ceases to apply.
- (6) If, while any of the restrictions referred to above apply to a share, another share is allotted in right of it (or in right of any share to which this paragraph applies), the same restrictions shall apply to that other share as if it were a default share. For this purpose, shares which the Company allots, or procures to be offered, *pro rata* (disregarding fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with issuing or offering shares outside the United Kingdom) to holders of shares of the same class as the default share shall be treated as shares allotted in right of existing shares from the date on which the allotment is unconditional or, in the case of shares so offered, the date of the acceptance of the offer.
- (7) For the purposes of this article:
 - (a) an ***exempt transfer*** in relation to any share is a transfer pursuant to:
 - (i) a sale of the share on a recognised investment exchange in the United Kingdom or on any stock exchange outside the United Kingdom on which shares of that class are listed or normally traded; or
 - (ii) a sale of the whole beneficial interest in the share to a person whom the board is satisfied is unconnected with the existing holder or with any other person appearing to be interested in the share; or
 - (iii) acceptance of a takeover offer (as defined for the purposes of Part 28 of the CA 2006);
 - (b) the percentage of the issued shares of a class represented by a particular holding shall be calculated by reference to the shares in issue at the time when the section 793 notice is given; and
 - (c) a person shall be treated as appearing to be interested in any share if the Company has given to the member holding such share a section 793 notice and either (i) the member has named the person as being interested in the share or (ii) (after taking into account any response to any section 793 notice and any other relevant information) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the share.

- (8) The Company may exercise any of its powers under article 11 in respect of any default shares in uncertificated form.
- (9) The provisions of this article are without prejudice to the provisions of section 794 of the CA 2006 and, in particular, the Company may apply to the court under section 794(1) whether or not these provisions apply or have been applied.

GENERAL MEETINGS

21. Annual general meetings

The board shall convene and the Company shall hold annual general meetings in accordance with the Statutes and these articles.

22. Convening of general meetings

- (1) The board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by simultaneous attendance and participation at a physical place anywhere in the world determined by it, or by means of electronic facility or facilities determined by it, or partly in one way and partly in another.
- (2) The board may convene a general meeting other than an annual general meeting whenever it thinks fit. If there are insufficient directors in the United Kingdom to call a general meeting any director of the Company may call a general meeting, but where no director is willing or able to do so any two members of the Company may summon a meeting for the purpose of appointing one or more directors.
- (3) Nothing in these articles prevents a general meeting being held both physically and electronically.
- (4) A general meeting may also be convened in accordance with article 58.
- (5) A general meeting shall also be convened by the board on the requisition of members under the Statutes or, in default, may be convened by such requisitionists, as provided by the Statutes.
- (6) The board shall comply with the Statutes regarding the giving and the circulation, on the requisition of members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Company.

23. Separate general meetings

Subject to these articles and to any rights for the time being attached to any class of shares in the Company, the provisions of these articles relating to general meetings of the Company (including, for the avoidance of doubt, provisions relating to the proceedings at general meetings or to the rights of any person to attend or vote or be represented at general meetings or to any restrictions on these rights) shall apply, *mutatis mutandis*, in relation to every separate general meeting of the holders of any class of shares in the Company.

NOTICE OF GENERAL MEETINGS

24. Form of notice

- (1) Notices of general meetings shall include all information required to be included by the Statutes, and shall specify:
 - (a) whether the meeting shall be a physical or electronic general meeting;

- (b) for physical general meetings, the time, date and place of the meeting; and
- (c) for electronic general meetings, the time, date and electronic facility for the meeting, which electronic facility may vary from time to time and from meeting to meeting as the board, in its sole discretion sees fit,

and the general nature of the business to be dealt with.

- (2) Notice of every general meeting shall be given to all members other than any who, under these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors (or, if more than one, each of them) and to each director.
- (3) The board may resolve to enable persons entitled to attend and participate in a general meeting to do so (wholly or in part) by simultaneous attendance and participation by means of an electronic facility or facilities and determine the means, or all different means, of attendance and participation used in relation to a general meeting. The members present personally or by proxy by means of an electronic facility or facilities shall be counted in the quorum for, and entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including by means of electronic facility or facilities) are able to:
 - (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons who speak at the meeting; and
 - (c) be heard by all other persons present at the meeting.
- (4) In relation to electronic general meetings, the right of a member to participate in the business of any general meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Statutes or these articles to be made available at the meeting.

25. Omission or non-receipt of notice

- (a) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any person entitled to receive the notice shall not invalidate the proceedings of that meeting.
- (b) Paragraph (a) above applies to confirmatory copies of notices (and confirmatory notifications of website notices) of meetings sent pursuant to article 114(2)(b) in the same way as it applies to notices of meetings.

PROCEEDINGS AT GENERAL MEETINGS

26. Quorum

- (1) No business shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business.
- (2) 3 qualifying persons entitled to vote shall be a quorum, unless:
 - (a) each is a qualifying person only because he or she is authorised to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation;
or

- (b) each is a qualifying person only because he or she is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.
- (3) For the purposes of these articles, a *qualifying person* means:
 - (a) an individual who is a member of the Company;
 - (b) a person authorised to act as the representative of a corporation in relation to the meeting; or
 - (c) a person appointed as proxy of a member in relation to the meeting.
- (4) If within 15 minutes from the time fixed for holding a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned, subject to article 31(4), to such other day, with such other means of attendance and participation, and at such other time and place, as the board may decide, provided that the adjourned meeting shall be held not less than ten clear days after the original general meeting.
- (5) If at an adjourned meeting a quorum is not present within 15 minutes from the time fixed for holding the meeting, any 2 qualifying persons entitled to vote shall be a quorum.

27. Security

- (1) The board may make any security arrangements which it considers appropriate relating to the holding of a general meeting of the Company including, without limitation, arranging for any person attending a meeting to be searched and for items of personal property which may be taken into a meeting to be restricted. A director or the secretary may:
 - (a) refuse entry to a meeting to any person who refuses to comply with any such arrangements; and
 - (b) eject from a meeting any person who causes the proceedings to become disorderly.
- (2) If a general meeting is held by means of electronic facility or facilities, the board (and, at a general meeting, the chairperson) may make any arrangement and impose any requirement or restriction that is:
 - (a) necessary to ensure the identification of those taking part and the security of the electronic communication; and
 - (b) proportionate to the achievement of those objectives.

28. Chairperson

At each general meeting, the chairperson of the board (if any) or, if he or she is absent or unwilling, the deputy chairperson (if any) of the board or (if more than one deputy chairperson is present and willing) the deputy chairperson who has been longest in such office shall preside as chairperson of the meeting. If neither the chairperson nor deputy chairperson is present and willing, one of the other directors selected for the purpose by the directors present or, if only one director is present and willing, that director, shall preside as chairperson of the meeting. If no director is present within 15 minutes after the time fixed for holding the meeting or if none of the directors present is willing to preside as chairperson of the meeting, the members present and entitled to vote shall choose one of their number to preside as chairperson of the meeting.

29. Right to attend and speak

- (1) A director shall be entitled to attend and speak at any general meeting of the Company whether or not he or she is a member.
- (2) The chairperson may invite any person to attend and speak at any general meeting of the Company if he or she considers that such person has the appropriate knowledge or experience of the Company's business to assist in the deliberations of the meeting.
- (3) A proxy shall be entitled to speak at any general meeting of the Company.

30. Resolutions and amendments

- (1) Subject to the Statutes, a resolution may only be put to the vote at a general meeting if the chairperson of the meeting in his or her absolute discretion decides that the resolution may properly be regarded as within the scope of the meeting.
- (2) In the case of a resolution to be proposed as a special resolution no amendment may be made, at or before the time at which the resolution is put to the vote, to the form of the resolution as set out in the notice of meeting, except to correct a patent error or as may otherwise be permitted by law.
- (3) In the case of a resolution to be proposed as an ordinary resolution no amendment may be made, at or before the time at which the resolution is put to the vote, unless:
 - (a) in the case of an amendment to the form of the resolution as set out in the notice of meeting, notice of the intention to move the amendment is received at the office no later than 48 hours before the time fixed for the holding of the relevant meeting; or
 - (b) in any case, the chairperson of the meeting in his or her absolute discretion otherwise decides that the amendment or amended resolution may properly be put to the vote.

The giving of notice under subparagraph (a) above shall not prejudice the power of the chairperson of the meeting to rule the amendment out of order.

- (4) With the consent of the chairperson of the meeting, a person who proposes an amendment to a resolution may withdraw it before it is put to the vote.
- (5) If the chairperson of the meeting rules a resolution or an amendment to a resolution admissible or out of order (as the case may be), the proceedings of the meeting or the resolution in question shall not be invalidated by any error in his or her ruling. Any ruling by the chairperson of the meeting in relation to a resolution or an amendment to a resolution shall be final and conclusive.

31. Adjournment

- (1) With the consent of any general meeting at which a quorum is present the chairperson of the meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (2) In addition, the chairperson of the meeting may at any time without the consent of the meeting adjourn the meeting (whether or not it has commenced or a quorum is present) to another time and/or place if, in his or her opinion:
 - (a) it is necessary to restore order or to otherwise facilitate the proper conduct of the business of the meeting;
 - (b) the electronic facility by which members are enabled to attend and participate in the general meeting has become inadequate for the purposes referred to in article 24; or

- (c) it is necessary for the safety of the people attending the meeting (including if there is insufficient room at the meeting to accommodate everyone who wishes to, and is entitled to, attend).
- (3) Nothing in this article shall limit any other power vested in the chairperson of the meeting to adjourn the meeting.
- (4) Whenever a meeting is adjourned for 30 days or more or sine die, at least 14 clear days' notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting but otherwise no person shall be entitled to any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- (5) No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

32. Meeting at more than one place

- (1) The board may resolve to enable members entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a meeting place other than the place where the meeting is deemed to take place. Such additional meeting place may be located anywhere in the world.
- (2) A general meeting may be held at more than one place if:
 - (a) the notice convening the meeting specifies that it shall be held at more than one place; or
 - (b) the board resolves, after the notice convening the meeting has been given, that the meeting shall be held at more than one place; or
 - (c) it appears to the chairperson of the meeting that:
 - (i) the place of the meeting specified in the notice convening the meeting; or
 - (ii) the electronic facilities specified in the notice convening the meeting, or security at the electronic general meeting,is inadequate to accommodate all persons entitled and wishing to attend.
- (3) A general meeting held at more than one place is duly constituted and its proceedings are valid if (in addition to the other provisions of these articles relating to general meetings being satisfied) the chairperson of the meeting is satisfied that facilities (whether electronic or otherwise) are available to enable each person present at each place to participate in the business of the meeting.
- (4) Each person present at each place who would be entitled to count towards the quorum in accordance with the provisions of article 26 shall be counted in the quorum for, and shall be entitled to vote at, the meeting. The meeting is deemed to take place at the place at which the chairperson of the meeting is present.

33. Method of voting and demand for poll

- (1) At a physical general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before, or immediately after the declaration of the result of, the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:
 - (a) the chairperson of the meeting; or
 - (b) at least 5 members present in person or by proxy having the right to vote on the resolution; or

- (c) a member or members present in person or by proxy representing in aggregate 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) a member or members present in person or by proxy holding shares conferring the right to vote on the resolution on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right (excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares);

and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.

- (2) No poll may be demanded on the appointment of a chairperson of the meeting.
- (3) A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson of the meeting and the demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (4) Unless a poll is demanded (and the demand is not withdrawn), a declaration by the chairperson of the meeting that a resolution has been carried, or carried unanimously, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (5) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (6) All resolutions put to the members at electronic general meetings shall be voted on by a poll, which poll votes may be cast by such electronic means as the board in its sole discretion deems appropriate for the purposes of the meeting.

34. How poll is to be taken

- (1) If a poll is demanded (and the demand is not withdrawn), it shall be taken at such time (either at the meeting at which the poll is demanded or within 30 days after the meeting), at such place and in such manner (including electronically) as the chairperson of the meeting shall direct and he or she may appoint scrutineers (who need not be members).
- (2) A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- (3) It shall not be necessary (unless the chairperson of the meeting otherwise directs) for notice to be given of a poll whether taken at or after the meeting at which it was demanded.
- (4) On a poll votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.
- (5) The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS

35. Voting rights

- (1) Subject to these articles and to any special rights or restrictions as to voting for the time being attached to any class of shares in the Company:
 - (a) on a show of hands, every qualifying person (as defined in article 26) present, shall, subject to article 35(1)(b), have one vote;
 - (b) on a show of hands, a proxy has one vote for and one vote against the resolution if the proxy has been duly appointed by more than one member entitled to vote on the resolution, and the proxy has been instructed:
 - (i) by one or more of those members to vote for the resolution and by one or more other of those members to vote against it; or
 - (ii) by one or more of those members to vote either for or against the resolution and by one or more of those members to use his or her discretion as to how to vote; and
 - (c) on a poll, every member who is present personally or by proxy shall have one vote for every share of which he or she is the holder.
- (2) For the purposes of determining which persons are entitled to attend or vote at any general meeting, and how many votes such persons may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, 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 shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in the Statutes or these articles to the contrary.
- (3) In calculating the period mentioned in article 35(2), no account is to be taken of any part of the day that is not a working day.

36. Representation of corporations

Any corporation which is a member of the Company may, by resolution of its board or other governing body, authorise any person or persons to act as its representative or representatives at any general meeting of the Company. The board or any director or the secretary may (but shall not be bound to) require evidence of the authority of any such representative.

37. Voting rights of joint holders

If more than one of the joint holders of a share tenders a vote on the same resolution, whether personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the relevant share.

38. Voting rights suspended where sums overdue

- (1) Unless the board otherwise decides, a member shall not be entitled to vote, either personally or by proxy, at any general meeting of the Company in respect of any share held by him or her unless all calls and other sums presently payable by him or her in respect of that share have been paid.

39. Objections to admissibility of votes

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

PROXIES

40. Proxies

- (1) A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting.
- (2) The appointment of a proxy shall not preclude a member from attending and voting personally at the meeting or on the poll concerned.
- (3) The appointment of a proxy shall only be valid for the meeting mentioned in it and any adjournment of that meeting (including on any poll demanded at the meeting or any adjourned meeting).
- (4) Subject to the Statutes, a proxy shall have the right to exercise all or any of the rights of his or her appointor, or (where more than one proxy is appointed by a member) all or any of the rights attached to the shares in respect of which he or she is appointed the proxy, to attend and to speak and vote, at a general meeting.

41. Appointment of proxy

- (1) The appointment of a proxy must be in writing in such form as is usual or common or in such other form as the board may from time to time approve and shall be signed by the appointor, or his or her duly authorised agent, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by an agent or officer authorised for that purpose. The signature need not be witnessed.
- (2) Without limiting the provisions of these articles, the board may from time to time in relation to uncertificated shares: (i) approve the appointment of a proxy by means of a communication sent in electronic form in the form of an *uncertificated proxy instruction* (a properly authenticated dematerialised instruction and/or other instruction or notification, which is sent by means of the relevant system and received by such participant in that system acting on behalf of the Company as the board may prescribe, in such form and subject to such terms and conditions as the board may from time to time prescribe (subject always to the facilities and requirements of the relevant system)); and (ii) approve supplements to, or amendments or revocations of, any such uncertificated proxy instruction by the same means. In addition, the board may prescribe the method of determining the time at which any such uncertificated proxy instruction is to be treated as received by the Company or such participant and 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.

42. Receipt of proxy

- (1) A proxy appointment shall:
 - (a) if in hard copy form, be delivered by hand or by post to the office or such other place within the United Kingdom and by such time as may be specified by or on behalf of the Company for that purpose:
 - (i) in the notice convening the meeting;
 - (ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting;
or
- provided that:

- (iii) the time so specified may not be earlier than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; and
 - (iv) if no time is specified, the appointment of a proxy shall be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (b) if in electronic form, be received at any address to which the appointment of a proxy may be sent by electronic means pursuant to a provision of the Statutes or to any other address and by such time as may be specified by or on behalf of the Company for that purpose:
 - (i) in the notice convening the meeting;
 - (ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting;
 - (iii) in any invitation to appoint a proxy issued by the Company in relation to the meeting; or
 - (iv) on a website that is maintained by or on behalf of the Company and identifies the Company;

provided that:

- (v) the time so specified may not be earlier than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; and
 - (vi) if no time is specified, the appointment of a proxy shall be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - (c) in either case, where a poll is taken more than 48 hours after it is demanded, must be delivered or received as aforesaid after the poll has been demanded and not less than 24 hours before the time fixed for the taking of the poll; or
 - (d) if in hard copy form, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any director.
- (2) In the case of a proxy appointment signed by an agent of a member who is not a corporation, the authority under which the appointment is signed or a copy of it certified in such manner as shall be specified in the notice of the relevant meeting or in any other information issued by the Company in relation to the relevant meeting, or such other information as shall be so specified, must also be received by the Company in the manner set out in paragraph (1) above.
 - (3) In the case of a proxy appointment signed by an officer or other agent of a corporation, the board may also require the receipt, in the manner set out in paragraph (1) above, of the authority under which the appointment is signed or a copy of it certified in such manner as shall be specified in the notice of the relevant meeting or in any other information issued by the Company in relation to the relevant meeting, or of such other authorities or information as shall be so specified.
 - (4) Subject to the Statutes, the board may, but shall not be bound to, require such further evidence as it thinks fit of the authenticity or integrity of any signature on a proxy appointment and, if the signatory is an agent or, where the appointor is a corporation, an officer, of his or her authority.

- (5) The board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under paragraphs (2), (3) or (4) above has not been received in accordance with the requirements of this article.
- (6) Subject to paragraph (5) above, if the proxy appointment and any of the information required under paragraphs (2), (3) or (4) above are not received in the manner required above, the appointee shall not be entitled to vote in respect of the shares in question.
- (7) If 2 or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share and if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
- (8) The Company shall not be required to check that a proxy or corporate representative votes in accordance with any instructions given by the member by whom he or she is appointed. Any failure to vote as instructed shall not invalidate the proceedings on the resolution.

43. Notice of revocation of authority

A vote given or poll demanded by proxy or by a representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll or (until entered in the register) the transfer of the share in respect of which the appointment of the relevant person was made unless notice of the termination was received at a proxy notification address not less than 24 hours before the time fixed for holding the relevant meeting or adjourned meeting or, in the case of a poll not taken on the same day as the meeting or adjourned meeting, before the time fixed for taking the poll.

DIRECTORS

44. Number of directors

The directors shall not, unless otherwise determined by an ordinary resolution of the Company, be less than 5 nor more than 15 in number.

45. Directors need not be members

A director need not be a member of the Company.

ELECTION, RETIREMENT AND REMOVAL OF DIRECTORS

46. Election of directors by the Company

Subject to these articles, the Company may by ordinary resolution elect any person who is willing to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with these articles.

47. Separate resolutions for election of each director

Every resolution of a general meeting for the election of a director shall relate to one named person and a single resolution for the election of 2 or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it.

48. The board's power to appoint directors

The board may appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with these articles.

49. Retirement of directors

- (1) At every annual general meeting all the directors at the date of the notice convening the annual general meeting shall retire from office. A retiring director shall be eligible for re-election.
- (2) A retiring director shall (unless he or she is removed from office or his or her office is vacated in accordance with these articles) retain office until the close of the meeting at which he or she retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to elect another person in his or her place or the resolution to re-elect him or her is put to the meeting and lost.
- (3) If the Company, at any meeting at which a director retires in accordance with these articles, does not fill the office vacated by such director, the retiring director, if willing to act, shall be deemed to be re-elected, unless at the meeting a resolution is passed not to fill the vacancy or to elect another person in his or her place or unless the resolution to re-elect him or her is put to the meeting and lost.
- (4) If:
 - (a) any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as directors are put to the annual general meeting and lost, and
 - (b) at the end of that meeting the number of directors is fewer than any minimum number of directors required under these articles;

all retiring directors who stood for re-appointment at that meeting (the *Retiring Directors*) shall be deemed to have been re-appointed as directors and shall remain in office, but the Retiring Directors may only:

- (c) act for the purpose of filling vacancies and convening general meetings of the Company; and
- (d) perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations,

but not for any other purpose.

- (5) The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the annual general meeting referred to in article 49(4), and they shall retire from office at that meeting. If at the end of any meeting convened under this article the number of directors is fewer than any minimum number of directors required under these articles, the provisions of article 49(3) and this article shall also apply to that meeting.

50. Removal of directors

- (1) The Company may by special resolution, or by ordinary resolution of which special notice has been given in accordance with the Statutes, remove any director before his or her period of office has expired notwithstanding anything in these articles or in any agreement between him or her and the Company.
- (2) A director may also be removed from office by giving him or her notice to that effect signed by all the other directors.
- (3) Any removal of a director under this article shall be without prejudice to any claim which such director may have for damages for breach of any agreement between him or her and the Company.

51. Vacation of office of director

Without prejudice to the provisions of these articles for retirement or removal, a person ceases to be a director as soon as:

- (a) he or she is prohibited by law from being a director; or
- (b) a bankruptcy order is made against him or her;
- (c) he or she makes any arrangement or composition with his or her creditors generally in satisfaction of his or her debts; or
- (d) a registered medical practitioner who is treating him or her gives a written opinion to the Company stating that he or she has become physically or mentally incapable of acting as a director and may remain so for more than 3 months; or
- (e) if for more than 6 months he or she is absent without special leave of absence from the board, from board meetings held during that period and the board resolves that his or her office be vacated;
- (f) he gives to the Company notice of his or her wish to resign, in which event he or she shall vacate that office on the receipt of that notice by the Company or at such later time as is specified in the notice; or
- (g) in the case of a director employed by the Company under a contract of service on termination of that contract unless it is renewed or substituted by a new contract of service.

52. Executive directors

- (1) The board may appoint one or more directors to hold any executive office under the Company (including, without limitation, that of chairperson, chief executive or managing director) for such period (subject to the Statutes) and on such terms as it may decide and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any contract of service between the director and the Company.
- (2) The remuneration of a director appointed to any executive office shall be fixed by the board and may be by way of salary, commission, participation in profits or otherwise and either in addition to or inclusive of his or her remuneration as a director.

REMUNERATION, EXPENSES AND PENSIONS

53. Remuneration of directors

The directors (other than any director who for the time being holds an executive office or employment with the Company or a subsidiary of the Company or holds office as the chairperson of the board) shall be paid out of the funds of the Company by way of remuneration for their services as directors (excluding amounts payable under any other provision of these articles) such fees not exceeding in aggregate £1,000,000 per annum (or such larger sum as the Company may from time to time, by ordinary resolution, determine) as the directors may decide to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. Any fee payable under this article shall be distinct from any remuneration or other amounts payable to a director under other provisions of these articles and shall accrue from day to day

54. Special remuneration

- (1) The board may grant special remuneration to any director who performs any special or extra services to or at the request of the Company.
- (2) Such special remuneration may be paid by way of lump sum, salary, commission, participation in profits or otherwise as the board may decide in addition to any remuneration payable under or pursuant to any other of these articles.

55. Expenses

A director shall be paid out of the funds of the Company all travelling, hotel and other expenses properly incurred by him or her in and about the discharge of his or her duties, including his or her expenses of travelling to and from board meetings, committee meetings and general meetings. Subject to any guidelines and procedures established from time to time by the board, a director may also be paid out of the funds of the Company all expenses incurred by him or her in obtaining professional advice in connection with the affairs of the Company or the discharge of his or her duties as a director.

56. Pensions and other benefits

The board may exercise all the powers of the Company to pay, provide or procure the grant of pensions or other retirement or superannuation benefits and death, disability or other benefits, allowances or gratuities to any person who is or has been at any time a director of the Company or in the employment or service of the Company or of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company or the relatives or dependants of any such person. For that purpose the board may procure the establishment and maintenance of, or participate in, or contribute to, any non-contributory or contributory pension or superannuation fund, scheme or arrangement and pay any insurance premiums.

POWERS OF THE BOARD

57. General powers of the board to manage the Company's business

- (1) The business of the Company shall be managed by the board which may exercise all the powers of the Company, subject to the Statutes, these articles and any ordinary resolution of the Company. No ordinary resolution or alteration of these articles shall invalidate any prior act of the board which would have been valid if the resolution had not been passed or the alteration had not been made.
- (2) The powers given by this article shall not be limited by any special authority or power given to the board by any other article or any resolution of the Company.

58. Power to act notwithstanding vacancy

The continuing directors or the sole continuing director at any time may act notwithstanding any vacancy in their number; but, if the number of directors is less than the minimum number fixed by or in accordance with these articles, they or he or she may act for the purpose of filling up vacancies or calling a general meeting of the Company, but not for any other purpose. If no director is able or willing to act, then any 2 members may summon a general meeting for the purpose of appointing directors.

59. Provisions for employees

The board may exercise any of the powers conferred by the Statutes to make provision for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries (other than a director, former director or shadow director) in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

60. Power to borrow money

- (1) The board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- (2) The board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (but as regards subsidiary undertakings only so far as by such exercise it can secure) that the aggregate principal amount outstanding at any time in respect of all borrowings by the Group (exclusive of any borrowings which are owed by one Group company to another Group company) after deducting the amount of cash and/or cash deposited will not, without the previous authority of the Company in general meeting, exceed:
 - (a) an amount equal to 2½ times adjusted total equity; or
 - (b) any higher limit fixed by ordinary resolution of the Company which is applicable at the relevant time.

- (3) In this article:

adjusted total equity means the amount of total equity but excluding any fair value reserve as shown in the relevant balance sheet but after:

- I. making such adjustments as may be appropriate in respect of:
 - (aa) any variation in the amount of the paid up share capital, the share premium account or capital redemption reserve since the date of the relevant balance sheet and so that for this purpose if any proposed allotment of shares by the Company for cash has been underwritten or agreed to be subscribed then these shares shall be deemed to have been allotted and the amount (including any premium) of the subscription moneys payable (not being moneys payable later than 6 months after the date of allotment) shall be deemed to have been paid up on the date when the issue of the shares was underwritten or agreed to be subscribed (or if the underwriting or subscription agreement was conditional, the date on which it became unconditional);
 - (bb) any undertaking which was not a subsidiary undertaking at the date of the relevant balance sheet but which would be a subsidiary undertaking if group accounts were prepared as at the relevant time (and as if such time were the end of the Company's financial year) or any undertaking which was a subsidiary undertaking but which would no longer be so if group accounts were to be so prepared at the relevant time; and
 - (cc) any variation in the interest of the Company in another Group company since the date of the relevant balance sheet;
- II. excluding minority and other outside interests in any subsidiary undertaking;
- III. deducting the amount of any distribution declared, recommended or made by any Group company to a person other than another Group company out of profits accrued up to and including the date of (and to the extent not provided for in) the relevant balance sheet;
- IV. adding the amount of any investment in own equity instruments deducted in arriving at the amount of total equity;

- V. adding back the net pension deficit as shown in the relevant balance sheet; and
- VI. making such other adjustments (if any) as the board may consider appropriate or necessary and as are approved by the auditors;

borrowings include the following except in so far as otherwise taken into account:

- (A) the principal amount of any debenture (whether secured or unsecured) of a Group company;
- (B) the outstanding amount raised by acceptances under an acceptance credit or bills facility opened by a bank or acceptance house on behalf of or in favour of a Group company, excluding acceptances of trade bills relating to goods purchased in the ordinary course of trading;
- (C) the nominal amount of any share capital and the principal amount of any debenture or borrowing, the beneficial interest in which is not owned by a Group company, to the extent that their payment or repayment is the subject of a guarantee or indemnity by a Group company;
- (D) the net pension deficit as shown in the relevant balance sheet;
- (E) any fixed or minimum premium payable on final repayment of any borrowing or deemed borrowing; and
- (F) any fixed amount in respect of a finance lease payable by any Group company which would be shown at the relevant time as a liability in the relevant balance sheet,

but exclude the following:

- I. borrowings incurred by a Group company for the purpose of repaying within 6 months of the borrowing all or part of any borrowings made by it or another Group company, pending their application for that purpose during that period;
- II. borrowings incurred by a Group company to finance a contract where a part of the price receivable under the contract by that or another Group company is guaranteed or insured by any government, governmental agency or body or by a person (not being a Group Company) carrying on the business of providing credit insurance up to an amount equal to that part of the price which is guaranteed or insured;
- III. a proportionate amount of the borrowings of a Group company which is not a wholly-owned subsidiary of the Company corresponding to the minority or outside interest in it;
- IV. borrowings of an undertaking which was not a subsidiary undertaking at the date of the relevant balance sheet, to the extent that those borrowings do not exceed its borrowings outstanding on the date when it became a Group company but only until 6 months after the date on which the undertaking became a subsidiary undertaking; and
- V. amounts payable under any operating lease or similar agreement which is not accounted for in the same way as a finance lease for the purposes of paragraph (F) above;

cash and cash deposited means an amount equal to the aggregate for the time being of all cash deposits with any bank or other person (not being a Group company), (whether on current account or otherwise), the realisable value of debt securities of governments and companies or other readily realisable deposits owned by any Group company except that in the case of any such items owned by a Group company which is not a wholly-owned subsidiary of the Company, there shall be excluded a proportionate amount of those items corresponding to the minority or outside interests in it;

Group means the Company and its subsidiary undertakings for the time being;

Group company means any undertaking in the Group; and

relevant balance sheet means the most recent audited consolidated balance sheet of the Group at the relevant time.

- (4) For the purposes of any calculation under this article:
- (a) a borrowing denominated or repayable or any cash deposited, in a currency other than sterling shall be translated into sterling:
 - (A) at the London exchange rate for the date as at which the calculation is being made; or
 - (B) if it would result in a lower figure, at the London exchange rate on the date of the relevant balance sheet,and for this purpose the London exchange rate for any date is the spot rate of exchange, quoted at or about 11.00 a.m. on the business day before that date by a bank in London selected by the board; and
 - (b) where under the terms of any borrowing the amount of money that would be required to discharge its principal amount in full if it fell to be repaid (at the option of the borrower or by reason of default) on the date as at which the calculation is being made is less than the amount that would otherwise be taken into account in respect of that borrowing for the purpose of this article, the amount of the borrowing to be taken into account shall be the lesser amount.
- (5) The limit imposed under paragraph (2) shall be deemed not to have been breached until the amount of borrowings has exceeded that limit for 30 consecutive days. This paragraph overrides all other provisions of this article.
- (6) A certificate or report by the Company's auditors:
- (a) as to the amount of adjusted total equity or the amount of borrowings; or
 - (b) to the effect that the limit imposed under this article was not exceeded or breached at a particular date,
- shall be conclusive evidence as to that amount or fact.
- (7) If the Company has joint auditors, references in this article to the Company's auditors are to any of the joint auditors.
- (8) No lender or other person dealing with any Group company need enquire whether the limit imposed under paragraph (2) has been or will be complied with.
- (9) A borrowing or security resulting in a breach of the limit shall not be void nor shall it be voidable at the instance of the Company or any other Group company.

DELEGATION OF BOARD'S POWERS

61. Delegation to individual directors

The board may entrust to and confer upon any director any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation.

62. Committees

- (1) The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any committee consisting of such person or persons (whether directors or not) as it thinks fit, provided that the majority of the members of the committee are directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors. The board may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the board.
- (2) The proceedings of a committee with 2 or more members shall be governed by any regulations imposed on it by the board and (subject to such regulations) by these articles regulating the proceedings of the board so far as they are capable of applying.

63. Local boards

- (1) The board may establish any local or divisional board or agency for managing any of the affairs of the Company whether in the United Kingdom or elsewhere and may appoint any persons to be members of a local or divisional board, or to be managers or agents, and may fix their remuneration.
- (2) The board may delegate to any local or divisional board, manager or agent any of its powers, authorities and discretions (with power to sub-delegate) and may authorise the members of any local or divisional board or any of them to fill any vacancies and to act notwithstanding vacancies.
- (3) Any appointment or delegation under this article may be made on such terms and subject to such conditions as the board thinks fit and the board may remove any person so appointed, and may revoke or vary any delegation, but no person dealing in good faith shall be affected by the revocation or variation.

64. Powers of attorney

The board may by power of attorney or otherwise appoint any person to be the agent of the Company on such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of its powers, authorities and discretions (with power to sub-delegate). The board may remove any person appointed under this article and may revoke or vary the delegation, but no person dealing in good faith shall be affected by the revocation or variation.

DIRECTORS' INTERESTS

65. Directors' interests other than in relation to transactions or arrangements with the Company

- (1) If a situation (a *Relevant Situation*) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the Company:
 - (a) if the Relevant Situation arises from the appointment or proposed appointment of a person as a director of the Company, the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the director and the Relevant Situation on such terms as they may determine;

- (b) if the Relevant Situation arises in circumstances other than in paragraph (a) above, the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the Relevant Situation and the continuing performance by the director of his or her duties on such terms as they may determine.
- (2) Any reference in paragraph (1) above to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- (3) Any terms determined by directors under paragraphs (1)(a) or (1)(b) above may be imposed at the time of the authorisation or may be imposed or varied subsequently and may include (without limitation):
 - (a) whether the interested directors may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation;
 - (b) the exclusion of the interested directors from all information and discussion by the Company of the Relevant Situation; and
 - (c) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation.
- (4) An interested director must act in accordance with any terms determined by the directors under paragraphs (1)(a) or (1)(b) above.
- (5) Except as specified in paragraph (1) above, any proposal made to the directors and any authorisation by the directors in relation to a Relevant Situation shall be dealt with in the same way as any other matter may be proposed to and resolved upon by the directors in accordance with the provisions of these articles.
- (6) Any authorisation of a Relevant Situation given by the directors under paragraph (1) above may provide that, where the interested director obtains (other than through his or her position as a director of the Company) information that is confidential to a third party, he or she will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

66. Declaration of interests other than in relation to transactions or arrangements with the Company

A director shall declare the nature and extent of his or her interest in a Relevant Situation within article 65(1)(a) or 65(1)(b) to the other directors.

67. Declaration of interests in a proposed transaction or arrangement with the Company

If a director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he or she must declare the nature and extent of that interest to the other directors.

68. Declaration of interest in an existing transaction or arrangement with the Company

Where a director is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company, he or she must declare the nature and extent of his or her interest to the other directors, unless the interest has already been declared under article 67 above.

69. Provisions applicable to declarations of interest

- (1) The declaration of interest must (in the case of article 68) and may, but need not (in the case of article 66 or 67) be made:
 - (a) at a meeting of the directors; or
 - (b) by notice to the directors in accordance with:
 - (A) section 184 of the CA 2006 (notice in writing); or
 - (B) section 185 of the CA 2006 (general notice).
- (2) If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- (3) Any declaration of interest required by article 66 above must be made as soon as is reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.
- (4) Any declaration of interest required by article 67 above must be made before the Company enters into the transaction or arrangement.
- (5) Any declaration of interest required by article 68 above must be made as soon as is reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.
- (6) A declaration in relation to an interest of which the director is not aware, or where the director is not aware of the transaction or arrangement in question, is not required. For this purpose, a director is treated as being aware of matters of which he or she ought reasonably to be aware.
- (7) A director need not declare an interest:
 - (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
 - (c) if, or to the extent that, it concerns terms of his or her service contract that have been or are to be considered:
 - (A) by a meeting of the directors; or
 - (B) by a committee of the directors appointed for the purpose under the articles.

70. Directors' interests and voting

- (1) Subject to the Statutes and to declaring his or her interest in accordance with article 66, 67 or 68 above, a director may:
 - (a) enter into or be interested in any transaction or arrangement with the Company, either with regard to his or her tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise;
 - (b) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his or her office of director for such period (subject to the Statutes) and upon such terms as the board may decide and be paid such extra remuneration for so doing (whether

by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these articles;

- (c) act by himself or herself or his or her firm in a professional capacity for the Company (except as auditor) and be entitled to remuneration for professional services as if he or she were not a director;
- (d) be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any holding company or subsidiary undertaking of that holding company or any other company in which the Company may be interested. The board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the directors or officers of the other company); and
- (e) be or become a director of any other company in which the Company does not have an interest if that cannot reasonably be regarded as likely to give rise to a conflict of interest at the time of his or her appointment as a director of that other company.

(2) A director shall not, by reason of his or her holding office as director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from:

- (a) any Relevant Situation authorised under article 65(1); or
- (b) any interest permitted under paragraph (1) above,

and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under article 65(1) or permitted under paragraph (1) above.

(3) A director shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his or her own appointment (including fixing or varying its terms), or the termination of his or her own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of 2 or more directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each director and in that case each of the directors concerned (if not otherwise debarred from voting under this article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his or her own appointment or the termination of his or her own appointment.

(4) A director shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any transaction or arrangement with the Company in which he or she has an interest which may reasonably be regarded as likely to give rise to a conflict of interest and, if he or she purports to do so, his or her vote shall not be counted, but this prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (a) any transaction or arrangement in which he or she is interested by virtue of an interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
- (b) the giving of any guarantee, security or indemnity in respect of:

- (A) money lent or obligations incurred by him or her or by any other person at the request of, or for the benefit of, the Company or any of its subsidiary undertakings; or
 - (B) a debt or obligation of the Company or any of its subsidiary undertakings for which he or she himself or herself has assumed responsibility in whole or in part (either alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (c) indemnification (including loans made in connection with it) by the Company in relation to the performance of his or her duties on behalf of the Company or of any of its subsidiary undertakings;
 - (d) any issue or offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings in respect of which he or she is or may be entitled to participate in his or her capacity as a holder of any such securities or as an underwriter or sub-underwriter;
 - (e) any transaction or arrangement concerning any other company in which he or she does not hold, directly or indirectly as shareholder, or through his or her direct or indirect holdings of financial instruments (within the meaning of Chapter 5 of the Disclosure and Transparency Rules) voting rights representing 1% or more of any class of shares in the capital of that company;
 - (f) any arrangement for the benefit of employees of the Company or any of its subsidiary undertakings which does not accord to his or her any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and
 - (g) the purchase or maintenance of insurance for the benefit of directors or for the benefit of persons including directors.
- (5) If any question arises at any meeting as to whether an interest of a director (other than the chairperson of the meeting) may reasonably be regarded as likely to give rise to a conflict of interest or as to the entitlement of any director (other than the chairperson of the meeting) to vote in relation to a transaction or arrangement with the Company and the question is not resolved by his or her voluntarily agreeing to abstain from voting, the question shall be referred to the chairperson of the meeting and his or her ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairperson of the meeting and is not resolved by his or her voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the board (for which purpose the chairperson shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairperson of the meeting, so far as known to him, has not been fairly disclosed.
- (6) Subject to the Statutes, the Company may by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any transaction or arrangement not duly authorised by reason of a contravention of this article.

PROCEEDINGS OF THE BOARD

71. Board meetings

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director at any time may, and the secretary at the request of a director at any time shall, summon a board meeting.

72. Notice of board meetings

Notice of a board meeting may be given to a director personally or by word of mouth or given in hard copy form or in electronic form to him or her at such address as he or she may from time to time specify for this purpose (or if he or she does not specify an address, at his or her last known address). A director may waive notice of any meeting either prospectively or retrospectively.

73. Quorum

The quorum necessary for the transaction of the business of the board may be fixed by the board and, unless so fixed at any other number, shall be 2. Subject to these articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the end of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.

74. Chairperson or deputy chairperson to preside

- (1) The board may appoint a chairperson and one or more deputy chairpersons and may at any time revoke any such appointment.
- (2) The chairperson, or failing the chairperson any deputy chairperson (the longest in office taking precedence, if more than one is present), shall, if present and willing, preside at all board meetings but, if no chairperson or deputy chairperson has been appointed, or if he or she is not present within 5 minutes after the time fixed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall choose one of their number to act as chairperson of the meeting.

75. Competence of board meetings

A board meeting at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the board.

76. Voting

Questions arising at any board meeting shall be determined by a majority of votes. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

77. Telephone/electronic board meeting

- (1) A board meeting may consist of a conference between directors some or all of whom are in different places provided that each director may participate in the business of the meeting whether directly, by telephone or by any other means (whether electronically or otherwise) which enables him:
 - (a) to hear (or otherwise receive real time communications made by) each of the other participating directors addressing the meeting; and
 - (b) if he or she so wishes, to address all of the other participating directors simultaneously (or otherwise communicate in real time with them).
- (2) A quorum is deemed to be present if at least the number of directors required to form a quorum, subject to the provisions of article 58, may participate in the manner specified above in the business of the meeting.
- (3) A board meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairperson of the meeting participates.

78. Resolutions without meetings

A resolution which is signed or approved by all the directors entitled to vote on that resolution shall be as valid and effectual as if it had been passed at a board meeting duly called and constituted. The resolution may be contained in one document or communication in electronic form or in several documents or communications in electronic form (in like form), each signed or approved by one or more of the directors concerned. For the purpose of this article the approval of a director shall be given in hard copy form or in electronic form.

79. Validity of acts of directors in spite of formal defect

All acts *bona fide* done by a meeting of the board, or of a committee, or by any person acting as a director or a member of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the board or committee or of the person so acting, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and qualified to be a director and had continued to be a director or member of the committee and had been entitled to vote.

80. Minutes

The board shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the board;
- (b) of the names of all the directors present at each meeting of the board and of any committee; and
- (c) of all resolutions and proceedings of all meetings of the Company and of any class of members, and of the board and of any committee.

SECRETARY

81. Secretary

The secretary shall be appointed by the board for such term, at such remuneration and on such conditions as it thinks fit, and the board may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him or her and the Company).

82. Appointment of Deputy or Assistant Secretary

The Directors may, at any time and from time to time, appoint any person to be a Deputy Secretary and/or Assistant Secretary and anything required or authorised to be done by or to the Secretary may be done by or to any Deputy or Assistant Secretary so appointed, and the board may remove from office any Deputy or Assistant Secretary so appointed (without prejudice to any claim for damages for breach of contract between him or her and the Company).

SHARE CERTIFICATES

83. Issue of share certificates

- (1) A person whose name is entered in the register as the holder of any certificated shares shall be entitled (unless the conditions of issue otherwise provide) to receive one certificate for those shares, or one certificate for each class of those shares and, if he or she transfers part of the shares represented by a certificate in his or her name, or elects to hold part in uncertificated form, to receive a new certificate for the balance of those shares.
- (2) In the case of joint holders, the Company shall not be bound to issue more than one certificate for all the shares in any particular class registered in their joint names, and delivery of a certificate for a share to any one of the joint holders shall be sufficient delivery to all.
- (3) A share certificate shall be issued under seal or signed by at least one director and the secretary or by at least 2 directors (which may include any signature being applied mechanically or electronically or by any one director in the presence of a witness who attests the signature). A share certificate shall

specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares. Any certificate so issued shall, as against the Company, be prima facie evidence of title of the person named in that certificate to the shares comprised in it.

- (4) A share certificate may be given to a member in accordance with the provisions of these articles on notices.

84. Charges for and replacement of certificates

- (1) Except as expressly provided to the contrary in these articles, no fee shall be charged for the issue of a share certificate.
- (2) Any 2 or more certificates representing shares of any one class held by any member may at his or her request be cancelled and a single new certificate issued.
- (3) If any member surrenders for cancellation a certificate representing shares held by him or her and requests the Company to issue 2 or more certificates representing those shares in such proportions as he or she may specify, the board may, if it thinks fit, comply with the request on payment of such fee (if any) as the board may decide.
- (4) If a certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued on compliance with such conditions as to evidence, indemnity and security for such indemnity as the board may think fit and on payment of any exceptional expenses of the Company incidental to its investigation of the evidence and preparation of the indemnity and security and, if damaged or defaced, on delivery up of the old certificate.
- (5) In the case of joint holders of a share a request for a new certificate under any of the preceding paragraphs of this article may be made by any one of the joint holders unless the certificate is alleged to have been lost, stolen or destroyed.

LIEN ON SHARES

85. Lien on partly paid shares

- (1) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable (whether or not due) in respect of that share. The lien shall extend to every amount payable in respect of that share.
- (2) The board may at any time either generally or in any particular case declare any share to be wholly or partly exempt from this article. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) on that share.

86. Enforcement of lien

- (1) The Company may sell any share subject to a lien in such manner as the board may decide if an amount payable on the share is due and is not paid within 14 clear days after a notice has been given to the holder or any person entitled by transmission to the share demanding payment of that amount and giving notice of intention to sell in default.
- (2) To give effect to any sale under this article, the board may authorise some person to transfer the share sold to, or as directed by, the purchaser. The purchaser shall not be bound to see to the application of the purchase money nor shall the title of the new holder to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale.

- (3) The net proceeds of the sale, after payment of the costs of such sale, shall be applied in or towards satisfaction of the amount due and any residue shall (subject to a like lien for any amounts not presently due as existed on the share before the sale), on surrender, in the case of shares held in certificated form, of the certificate for the shares sold, be paid to the holder or person entitled by transmission to the share immediately before the sale.

CALLS ON SHARES

87. Calls

- (1) Subject to the terms of allotment, the board may make calls on the members in respect of any moneys unpaid on their shares (whether in respect of nominal amount or premium) and each member shall (subject to his or her receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his or her shares. A call may be revoked or postponed as the board may decide.
- (2) Any call may be made payable in one sum or by instalments and shall be deemed to be made at the time when the resolution of the board authorising that call is passed.
- (3) A person on whom a call is made shall remain liable for it notwithstanding the subsequent transfer of the share in respect of which the call is made.
- (4) The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect of that share.
- (5) The liability of each member is limited to the amount (if any) for the time being unpaid on the shares held by that member.

88. Interest on calls

If a call is not paid before or on the due date for payment, the person from whom it is due shall pay interest on the amount unpaid, from the due date for payment to the date of actual payment, at such rate as the board may decide, but the board may waive payment of the interest, wholly or in part.

89. Sums treated as calls

A sum which by the terms of allotment of a share is payable on allotment, or at a fixed time, or by instalments at fixed times, shall for all purposes of these articles be deemed to be a call duly made and payable on the date or dates fixed for payment and, in case of non-payment, these articles shall apply as if that sum had become payable by virtue of a call.

90. Power to differentiate

On any allotment of shares the board may make arrangements for a difference between the allottees or holders of the shares in the amounts and times of payment of calls on their shares.

91. Payment of calls in advance

The board may, if it thinks fit, receive all or any part of the moneys payable on a share beyond the sum actually called up on it if the holder is willing to make payment in advance and, on any moneys so paid in advance, may (until they would otherwise be due) pay interest at such rate as may be agreed between the board and the member paying the sum in advance.

FORFEITURE OF SHARES

92. Notice of unpaid calls

- (1) If the whole or any part of any call or instalment remains unpaid on any share after the due date for payment, the board may give a notice to the holder requiring him or her to pay so much of the call or instalment as remains unpaid, together with any accrued interest.
- (2) The notice shall state a further day, being not less than 14 clear days from the date of the notice, on or before which, and the place where, payment is to be made and shall state that, in the event of non-payment on or before the day and at the place appointed, the share in respect of which the call was made or instalment is payable will be liable to be forfeited.
- (3) The board may accept a surrender of any share liable to be forfeited.

93. Forfeiture on non-compliance with notice

- (1) If the requirements of a notice given under the preceding article are not complied with, any share in respect of which it was given may (before the payment required by the notice is made) be forfeited by a resolution of the board. The forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
- (2) If a share is forfeited, notice of the forfeiture shall be given to the person who was the holder of the share or (as the case may be) the person entitled to the share by transmission, and an entry that notice of the forfeiture has been given, with the relevant date, shall be made in the register; but no forfeiture shall be invalidated by any omission to give such notice or to make such entry.

94. Power to annul forfeiture or surrender

The board may, at any time before the forfeited or surrendered share has been sold, re-allotted or otherwise disposed of, annul the forfeiture or surrender upon payment of all calls and interest due on or incurred in respect of the share and on such further conditions (if any) as it thinks fit.

95. Disposal of forfeited or surrendered shares

- (1) Every share which is forfeited or surrendered shall become the property of the Company and (subject to the Statutes) may be sold, re-allotted or otherwise disposed of, upon such terms and in such manner as the board shall decide either to the person who was before the forfeiture the holder of the share or to any other person and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The board may for the purposes of a disposal authorise some person to transfer the forfeited or surrendered share to, or in accordance with the directions of, any person to whom the same has been disposed of.
- (2) A statutory declaration by a director or the secretary that a share has been forfeited or surrendered on a specified date shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts stated in it and shall (subject to the execution of any necessary transfer) constitute a good title to the share. The person to whom the share has been disposed of shall not be bound to see to the application of the consideration for the disposal (if any) nor shall his or her title to the share be affected by any irregularity in or invalidity of the proceedings connected with the forfeiture, surrender, sale, re-allotment or disposal of the share.

96. Arrears to be paid notwithstanding forfeiture or surrender

A person any of whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered share and shall, in the case of shares held in certificated form, surrender to the Company for cancellation any certificate for the share forfeited or surrendered, but shall remain liable (unless payment is waived in whole or in part by the board) to pay to the Company all moneys

payable by him or her on or in respect of that share at the time of forfeiture or surrender, together with interest from the time of forfeiture or surrender until payment at such rate as the board shall decide, in the same manner as if the share had not been forfeited or surrendered. he or she shall also be liable to satisfy all the claims and demands (if any) which the Company might have enforced in respect of the share at the time of forfeiture or surrender. No deduction or allowance shall be made for the value of the share at the time of forfeiture or surrender or for any consideration received on its disposal.

SEAL

97. Seal

- (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the board.
- (2) The board shall provide for the safe custody of every seal of the Company.
- (3) A seal shall be used only by the authority of the board or a duly authorised committee but that authority may consist of an instruction or approval given in hard copy form or in electronic form by a majority of the directors or of the members of a duly authorised committee.
- (4) The board may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with.
- (5) Unless otherwise decided by the board:
 - (a) certificates for shares, debentures or other securities of the Company issued under seal need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least 2 directors or by one director in the presence of a witness who attests the signature.

DIVIDENDS

98. Declaration of dividends by the Company

The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the board.

99. Fixed and interim dividends

The board may pay such interim dividends as appear to the board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the Company, in the opinion of the board, justifies its payment. If the board acts in good faith, none of the directors shall incur any liability to the holders of shares conferring preferred rights for any loss such holders may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

100. Calculation and currency of dividends

- (1) Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide:

- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this article as paid up on the share;
 - (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; and
 - (c) dividends may be declared or paid in any currency.
- (2) The board may agree with any member that dividends which may at any time or from time to time be declared or become due on his or her shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the Company or any other person to bear any costs involved.

101. Method of payment

- (1) Any dividend or other moneys payable in respect of a share may be paid (whether in sterling or foreign currency) by such method or combination of methods as the board, in its absolute discretion, may decide. Different methods of payment may apply to different holders or groups of holders. Without limiting any other method of payment that the board may decide, the board may decide that payment shall be made wholly or partly:
- (a) by inter-bank transfer or by electronic means or by any other means to an account (of a type approved by the board) nominated by the holder in writing or in such other manner as the board may decide; or
 - (b) in respect of an uncertificated share, by means of the relevant system (subject to the facilities and requirements of the relevant system); or
 - (c) by cheque or warrant or any similar financial instrument made payable to or to the order of the holder.
- (2) If the board decides in accordance with article 101(1) that more than one method of payment of a dividend or other moneys payable in respect of a share may be used to pay any holder or group of holders, the Company may notify the relevant holders:
- (a) of the methods of payment decided by the board; and
 - (b) that the holders may nominate one of these methods of payment in writing or in such other manner as the board may decide;

and if any holder does not nominate a method of payment pursuant to paragraph (b) of this article, the dividend or other moneys may be paid by such method as the board may decide.

- (3) If the board decides in accordance with article 101(1) that only one method of payment of a dividend or other moneys payable in respect of a share may be used to pay any holder or group of holders, the Company may notify the relevant holders accordingly.
- (4) If the board decides that a payment of a dividend or other moneys payable in respect of a share to any holder or group of holders shall be made to an account (of a type approved by the board) nominated by the holder, but any holder does not nominate such an account, or does not provide the details necessary to enable the Company to make a payment to the nominated account, or a payment to the

nominated account is rejected or refunded, the Company shall treat the payment as an unclaimed dividend and article 104 shall apply.

- (5) If a person is entitled by transmission to a share, the Company may, for the purposes of articles 101(1), 101(2) and 101(4), rely in relation to the share on his or her written direction, designation or agreement, or notice to the Company.
- (6) Any such cheque, dividend warrant, or any similar financial instrument may be sent by post to the registered address of the holder (or, in the case of joint holders, to the registered address of that person whose name stands first in the register in respect of the relevant share) or to such other address as the holder (or, in the case of joint holders, all the joint holders) may notify to the Company for the purpose.
- (7) Every cheque, warrant or similar financial instrument is sent, and payment in any other way is made, at the risk of the person or persons entitled to it and the Company will not be responsible for any sum lost or delayed when it has sent or transmitted the sum in accordance with these articles. Clearance of a cheque or warrant or transmission of funds through a bank or other funds transfer system or by such other electronic means as is permitted by these articles shall be a good discharge to the Company.
- (8) Any joint holder or other person jointly entitled to any share may give an effective receipt for any dividend or other sum paid in respect of the share.
- (9) Any dividend or other sum payable in respect of any share may be paid to a person or persons entitled by transmission to that share as if he or she or they were the holder or joint holders of that share and his or her address (or the address of the first named of 2 or more persons jointly entitled) noted in the register were the registered address.

102. Dividends not to bear interest

No dividend or other moneys payable by the Company on or in respect of any share shall bear interest as against the Company unless otherwise provided by the rights attached to the share.

103. Calls or debts may be deducted from dividends

The board may deduct from any dividend or other moneys payable to any person (either alone or jointly with another) on or in respect of a share all such sums as may be due from him or her (either alone or jointly with another) to the Company on account of calls or otherwise in relation to shares of the Company.

104. Unclaimed dividends etc

All unclaimed dividends or any amounts treated as unclaimed dividends in accordance with article 101(4), interest, or other sums payable may be invested or otherwise made use of by the board for the benefit of the Company until claimed. All dividends, or any amounts treated as unclaimed dividends in accordance with article 101(4), which remain unclaimed for a period of six years after having become due for payment shall be forfeited and cease to remain owing by the Company. The payment of any unclaimed dividend, or any amounts treated as unclaimed dividends in accordance with article 101(4), interest, or other sum payable by the Company on or in respect of any share into a separate account shall not constitute the Company a trustee in respect of it.

105. Uncashed dividends

If:

- (a) a payment for a dividend or other sum payable in respect of a share sent by the Company to the person entitled to it in accordance with these articles is left uncashed or is returned to the

Company and, after reasonable enquiries, the Company is unable to establish any new address or, with respect to a payment to be made by a funds transfer system, a new account, for that person; or

(b) such a payment is left uncashed or returned to the Company on two consecutive occasions,

the Company shall not be obliged to send any dividends or other sums payable in respect of that share to that person until he or she notifies the Company of an address or, where the payment is to be made by a funds transfer system, details of the account, to be used for the purpose.

106. Dividends *in specie*

- (1) With the authority of an ordinary resolution of the Company and on the recommendation of the board, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company.
- (2) Where any difficulty arises with the distribution, the board may settle the difficulty as it thinks fit and, in particular, may issue fractional certificates (or ignore fractions), fix the value for distribution of the specific assets or any part of them, determine that cash payments be made to any members on the basis of the value so fixed in order to secure equality of distribution and vest any of the specific assets in trustees on such trusts for the persons entitled to the dividend as the board may think fit.

107. Scrip dividends

- (1) The board may offer any holders of ordinary shares the right to elect to receive further ordinary shares, credited as fully paid, instead of cash in respect of all (or some part) of any dividend (a *scrip dividend*) in accordance with the following provisions of this article.
- (2) The board shall not allot a scrip dividend unless so authorised by an ordinary resolution of the Company. The ordinary resolution may specify a particular dividend (whether or not already declared) or may specify all or any dividends declared within a specified period, but such period may not end later than 5 years after the date of the meeting at which the ordinary resolution is passed.
- (3) The basis of allotment shall be decided by the board so that, as nearly as may be considered convenient, the value of the further ordinary shares including any fractional entitlement, is equal to, and in any event does not exceed, the amount of the cash dividend which would otherwise have been paid (disregarding the amount of any associated tax credit).
- (4) For the purposes of paragraph (3) above the value of the further ordinary shares shall be:
 - (a) equal to the average middle-market quotation for a fully paid share of the relevant class, adjusted if necessary for the proposed dividend, as shown in the London Stock Exchange Daily Official List or as established from such other source as the board considers appropriate for the 5 business days immediately preceding or following the announcement of the cash dividend to which the scrip dividend relates, as the board may decide; or
 - (b) calculated in such manner as may be determined by or in accordance with the ordinary resolution.
- (5) The board shall give notice to the holders of ordinary shares of their rights of election in respect of the scrip dividend and shall specify the procedure to be followed in order to make an election.

- (6) The dividend or that part of it in respect of which an election for the scrip dividend is made shall not be paid and instead further ordinary shares shall be allotted in accordance with elections duly made and the board shall capitalise a sum equal to the aggregate nominal amount of the shares to be allotted out of such sums available for the purpose as the board may consider appropriate.
- (7) The further ordinary shares so allotted shall rank *pari passu* in all respects with the fully paid ordinary shares then in issue except as regards participation in the relevant dividend.
- (8) The board may decide that the right to elect for any scrip dividend shall not be made available to members resident in any territory where, in the opinion of the board, compliance with local laws or regulations would be unduly onerous.
- (9) The board may do all acts and things as it considers necessary or expedient to give effect to the provisions of a scrip dividend election and the issue of any ordinary shares in accordance with the provisions of this article, and may make such provisions as it thinks fit for the case of shares becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than to the members concerned).
- (10) The board may from time to time establish or vary a procedure for election mandates, under which a holder of ordinary shares may, in respect of any future dividends for which a right of election pursuant to this article is offered, elect to receive ordinary shares in lieu of such dividend on the terms of such mandate.
- (11) The board shall not make a scrip dividend available unless the Company has sufficient undistributed profits or reserves to give effect to elections which could be made to receive that scrip dividend.

CAPITALISATION OF RESERVES

108. Capitalisation of reserves

- (1) The board may, with the authority of an ordinary resolution of the Company:
 - (a) resolve to capitalise any sum standing to the credit of any reserve account of the Company (including share premium account, capital redemption reserve or other undistributable reserve) or any sum standing to the credit of profit and loss account not required for the payment of any preferential dividend (whether or not it is available for distribution); and
 - (b) appropriate that sum as capital to the holders of ordinary shares in proportion to the nominal amount of the ordinary share capital held by them respectively and apply that sum on their behalf in paying up in full any new shares or debentures of the Company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions or in paying up the whole or part of any amounts which are unpaid in respect of any issued shares in the Company held by them respectively, or otherwise deal with such sum as directed by the resolution provided that the share premium account and the capital redemption reserve and any sum not available for distribution in accordance with the Statutes may only be applied in paying up new shares to be allotted credited as fully paid up.
- (2) Where any difficulty arises in respect of any distribution of any capitalised reserve or other sum, the board may settle the difficulty as it thinks fit and in particular may make such provisions as it thinks fit in the case of shares or debentures becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than the members concerned) or ignore fractions and may fix the value for distribution of any fully paid up shares or debentures and may determine that cash payments be made to any members on the basis of

the value so fixed in order to secure equality of distribution, and may vest any shares or debentures in trustees upon such trusts for the persons entitled to share in the distribution as the board may think fit.

- (3) The board may also authorise any person to sign on behalf of the persons entitled to share in the distribution a contract for the acceptance by those persons of the shares or debentures to be allotted to them credited as fully paid under a capitalisation and any such contract shall be binding on all those persons.

109. Capitalisation of reserves - employees' share schemes

- (1) This article (which is without prejudice to the generality of the provisions of the immediately preceding article) applies:
 - (a) where a person is granted pursuant to an employees' share scheme a right to subscribe for shares in the Company in cash at a subscription price less than their nominal value; and
 - (b) where, pursuant to an employees' share scheme, the terms on which any person is entitled to subscribe in cash for shares in the Company are adjusted as a result of a capitalisation issue, rights issue or other variation of capital so that the subscription price is less than their nominal value.
- (2) In any such case the board:
 - (a) may transfer to a reserve account a sum equal to the deficiency between the subscription price and the nominal value of the shares (the *cash deficiency*) from the profits or reserves of the Company which are available for distribution and not required for the payment of any preferential dividend; and
 - (b) (subject to paragraph (4) below) shall not apply that reserve account for any purpose other than paying up the cash deficiency upon the allotment of those shares.
- (3) Whenever the Company is required to allot shares pursuant to such a right to subscribe, the board may (subject to the Statutes) appropriate to capital out of the reserve account an amount equal to the cash deficiency applicable to those shares, apply that amount in paying up the deficiency on the nominal value of those shares and allot those shares credited as fully paid to the person entitled to them.
- (4) If any person ceases to be entitled to subscribe for shares as described above, the restrictions on the reserve account shall cease to apply in relation to such part of the account as is equal to the amount of the cash deficiency applicable to those shares.
- (5) No right shall be granted under any employees' share scheme under paragraph (1)(a) above and no adjustment shall be made as mentioned in paragraph (1)(b) above unless there are sufficient profits or reserves of the Company available for distribution and not required for the payment of any preferential dividend to permit the transfer to a reserve account in accordance with this article of an amount sufficient to pay up the cash deficiency applicable to the shares concerned.

RECORD DATES

110. Fixing of record dates

- (1) Notwithstanding any other of these articles, but without prejudice to any rights attached to any shares, the Company or the board may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made.

- (2) In the absence of a record date being fixed, entitlement to any dividend, distribution, allotment or issue shall be determined by reference to the date on which the dividend is declared or the distribution, allotment or issue is made.

ACCOUNTS

111. Accounting records

- (1) The board shall cause accounting records of the Company to be kept in accordance with the Statutes.
- (2) No member (as such) shall have any right of inspecting any account, book or document of the Company, except as conferred by law or authorised by the board or by any ordinary resolution of the Company. Subject to the Statutes, the Company may send strategic report with supplemental material to members instead of copies of its full accounts and reports.

COMMUNICATIONS

112. Communications to the Company

- (1) Subject to the Statutes and except where otherwise expressly stated, any document or information to be sent or supplied to the Company (whether or not such document or information is required or authorised under the Statutes) shall be in hard copy form or, subject to paragraph (2) below, be sent or supplied in electronic form or by means of a website.
- (2) Subject to the Statutes, a document or information may be given to the Company in electronic form only if it is given in such form and manner and to such address as may have been specified by the board from time to time for the receipt of documents in electronic form. The board may prescribe such procedures as it thinks fit for verifying the authenticity or integrity of any such document or information given to it in electronic form.

113. Communications by the Company

- (1) A document or information may be sent or supplied in hard copy form by the Company to any member either personally or by sending or supplying it by post addressed to the member at his or her registered address or by leaving it at that address.
- (2) Subject to the Statutes, a document or information may be sent or supplied by the Company to any member in electronic form to such address as may from time to time be authorised by the member concerned or by making it available on a website and notifying the member concerned in accordance with the Statutes that it has been made available. A member shall be deemed to have agreed that the Company may send or supply a document or information by means of a website if the conditions set out in the Statutes have been satisfied.
- (3) In the case of joint holders of a share, any document or information sent or supplied by the Company in any manner permitted by these articles to the joint holder who is named first in the register in respect of the joint holding shall be deemed to be given to all other holders of the share.
- (4) A member whose registered address is not within the United Kingdom shall not be entitled to receive any notice from the Company unless:
- (a) the Company is able, in accordance with the Statutes, to send notice to him or her by electronic means; or
 - (b) he gives to the Company a postal address within the United Kingdom at which notices may be given to him.

- (5) A member shall not be entitled to receive any document or information that is required or authorised to be sent or supplied to the member by the Company by a provision of the Statutes or pursuant to these articles or to any other rules or regulations to which the Company may be subject if documents or information sent or supplied to that member by post in accordance with the articles have been returned undelivered to the Company:
- (a) on at least two consecutive occasions; or
 - (b) on one occasion and reasonable enquiries have failed to establish the member's address.

114. Communication during suspension or curtailment of postal services

- (1) If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to give notice of a general meeting to some or all of its members or directors then, subject to complying with paragraph (2) below, the Company need only give notice of the meeting to those members or directors to whom the Company is entitled, in accordance with the Statutes, to give notice by electronic means.
- (2) In the circumstances described in paragraph (1) above, the Company must:
- (a) advertise the general meeting by a notice which appears on its website and in at least one national newspaper not less than 14 clear days (or, in the case of an annual general meeting, not less than 21 clear days) before the meeting; and
 - (b) send confirmatory copies of the notice (or, as the case may be, the notification of the website notice) by post to those members and directors to whom notice (or notification) cannot be given by electronic means if at least 6 clear days before the meeting the posting of notices (and notifications) to addresses throughout the United Kingdom again becomes practicable.

115. When communication is deemed received

- (1) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.
- (2) Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied.
- (3) Any document or information not sent by post but delivered by hand or left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.
- (4) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the Company.
- (5) If the Company receives a delivery failure notification following a communication by electronic means in accordance with paragraph (4) above, the Company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the member either personally or by post addressed to the member at his or her registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (4) above.

- (6) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received:
 - (a) when the material was first made available on the website, or
 - (b) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website.
- (7) A member present, either personally or by proxy, at any meeting of the Company or class of members of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.
- (8) Every person who becomes entitled to a share shall be bound by every notice (other than a notice in accordance with section 793 of the CA 2006) in respect of that share which before his or her name is entered in the register was given to the person from whom he or she derives his or her title to the share.

116. Record date for communications

- (1) For the purposes of giving notices of meetings, or of sending or supplying other documents or other information, whether under section 310(1) of the CA 2006, any other Statute, a provision in these articles or any other instrument, the Company may determine that persons entitled to receive such notices, documents or other information are those persons entered on the register at the close of business on a day determined by it.
- (2) The day determined by the Company under paragraph (1) above may not be more than 15 days before the day that the notice of the meeting, document or other information is given.

117. Communication to person entitled by transmission

Where a person is entitled by transmission to a share, any notice or other communication shall be given to him, as if he or she were the holder of that share and his or her address noted in the register were his or her registered address. In any other case, any notice or other communication given to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly given in respect of any share registered in the name of that member as sole or joint holder.

UNTRACED MEMBERS

118. Sale of shares of untraced members

- (1) The Company shall be entitled to sell, at the best price reasonably obtainable at the time of the sale, the shares of a member or the shares to which a person is entitled by transmission if:
 - (a) during the period of 12 years before the date of the notice referred to in paragraph (b) of this article, the Company has declared and tried to pay at least three dividends and no dividend has been cashed;
 - (b) after the 12 year period, the Company has sent a notice to the last known address the Company has for the relevant member, stating that it intends to sell the shares. Before sending such notice to a member, the Company must have used such efforts as it considers reasonable to

trace the member, engaging, if considered appropriate, a professional asset reunification company; and

(c) during the 12 year period and for three months after sending the notice referred to in paragraph (b) of this article, the Company has not heard from the member or any person entitled to the shares by law.

(2) To give effect to any sale pursuant to article 118(1), the board may:

(a) where the shares are held in certificated form, authorise any person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the buyer; or

(b) where the shares are held in uncertificated form, do all acts and things it considers necessary or expedient to effect the transfer of the shares to, or in accordance with the directions of, the buyer.

119. Application of proceeds of sale

(1) The net proceeds of sale shall be forfeited and shall belong to the Company and the Company will not be liable in any respect to the person who would have been entitled to the shares by law for the proceeds of sale. The Company may use the proceeds for any purpose as the board may from time to time decide

DESTRUCTION OF DOCUMENTS

120. Destruction of documents

(1) The board may authorise or arrange the destruction of documents held by the Company as follows:

(a) at any time after the expiration of 6 years from the date of registration, all instruments of transfer of shares and all other documents transferring or purporting to transfer shares or representing or purporting to represent the right to be registered as the holder of shares on the faith of which entries have been made in the register;

(b) at any time after the expiration of one year from the date of cancellation, all registered share certificates which have been cancelled;

(c) at any time after the expiration of 2 years from the date of recording them, all dividend mandates and notifications of change of address; and

(d) at any time after the expiration of one year from the date of actual payment, all paid dividend warrants and cheques, or similar financial instrument.

(2) It shall conclusively be presumed in favour of the Company that:

(a) every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made;

(b) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

(c) every share certificate so destroyed was a valid certificate duly and properly cancelled;

(d) every other document mentioned in paragraph (1) above so destroyed was a valid and effective document in accordance with the particulars of it recorded in the books and records of the Company; and

- (e) every paid dividend warrant and cheque, or similar financial instrument, so destroyed was duly paid.
- (3) The provisions of paragraph (2) above shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant.
- (4) Nothing in this article shall be construed as imposing on the Company or the board any liability in respect of the destruction of any document earlier than as stated in paragraph (1) above or in any other circumstances in which liability would not attach to the Company or the board in the absence of this article.
- (5) References in this article to the destruction of any document include references to its disposal in any manner.

INDEMNITY AND INSURANCE, ETC

121. Directors' indemnity, insurance and defence

As far as the legislation allows, the Company may:

- (a) indemnify any director of the Company (or of an associated body corporate) against any liability;
- (b) indemnify a director of a company that is a trustee of an occupational pension scheme for employees (or former employees) of the Company (or of an associated body corporate) against liability incurred in connection with the company's activities as trustee of the scheme;
- (c) purchase and maintain insurance against any liability for any director referred to in (a) or (b) above; and
- (d) provide any director referred to in (a) or (b) above with funds (whether by loan or otherwise) to meet expenditure incurred or to be incurred by him or her in defending any criminal, regulatory or civil proceedings or in connection with an application for relief (or to enable any such director to avoid incurring such expenditure); and

The powers given by this article shall not limit any general powers of the Company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.

New Articles of Association of

SMITHS GROUP PLC

Adopted by special resolution passed on 17 November 2009, and amended by special resolution passed on 14 November 2017

Incorporated in England No. 137013 Registered Office 4th Floor St James's Square, London SW1Y 4LB,, UK