

issue, conversion or substitution, and so as to give effect to and not revoke any deed, will or other instrument or disposition disposing of or affecting the existing shares, and that such shares are to be or may be accepted and dealt with by persons holding existing shares in a fiduciary capacity in the same manner as such existing shares, with all proper indemnities and other provisions.

14. To empower the Company to raise further capital and funds by borrowing or to borrow for temporary purposes on mortgage or bond or otherwise, or by the issue of debentures or debenture stock or floating or other charges with such rights, privileges, preferences and priorities as may be thought fit, or in such other manner and with or without security as may be defined, provided for or authorized by or under the intended Act, and within any limits therein prescribed, and to define and regulate the forms of security which may be given, the priorities of such securities, and the powers and remedies which may be made exercisable by the Company or the lender in relation to any such borrowing or security and generally the provisions which are to be applicable in relation to any of the matters aforesaid.

15. To define the principles upon which and the funds, moneys or property out of which dividends may be paid or distributed and the powers of the Company generally in relation to the distribution of its profits, the maintenance and setting aside of reserve funds, the manner in which the purposes for which and the investments in which reserve funds may or are to be accumulated, applied, employed or invested, and any other kindred matters, and to make and provide for the making of regulations with respect to all or any of the matters aforesaid.

16. To authorize the Company or its Directors to set aside or appropriate to such extent and in such manner as may be prescribed or provided for by the intended Act any moneys received by or on behalf of the Company from the sale, disposal or conversion of lands or interests or rights therein for the purpose of forming a capital recoupment fund or a fund applicable for the payment off of any principal or interest due from the Company by means of a sinking fund or otherwise or for the redemption of any debenture or other debt, liability or security of or granted or issued by the Company, or to answer or make good any capital loss or depreciation, and to make all necessary or suitable provisions as to the provision, use and investment of the moneys forming or standing to the credit of any such fund and the maintenance of any such fund and the purposes for which the same is to be applicable and to confer upon the Company or its Directors all such other powers, rights or authorities and to make all other necessary, consequential or incidental provisions as may be thought desirable in relation to any such matters.

17. To provide for the different modes in which the Directors, attorneys and agents of the Company may make contracts or engagements on its behalf, and as to the operation, validity and effect of such contracts or engagements and the modes in which they may be varied or discharged in Great Britain and abroad and as to the law to be applicable

thereto and the incidents and formalities to affect the same or be adopted in regard thereto, and for the making and revocation of powers of attorney or other authorities for the execution of deeds abroad on behalf of the Company, and as to their operation, validity and effect and generally as to the use of the Company's seal or other seals on behalf of the Company in Great Britain or abroad.

18. To empower the Company from time to time and with or subject to any such formalities or conditions as the intended Act may prescribe, to alter, amend, extend or enlarge any of the powers and objects of the Company as defined by the intended Act.

19. To make provision for and with respect to the regulation and management of the affairs of the Company, the convening and holding of and voting at meetings of the Company, and the business and proceedings to be transacted thereat, the proprietorship of, title to, and registration of, voting and other rights attaching to, transfer and transmission of, calls on certificates and forfeiture of stock or shares of the Company, the constitution, appointment, removal, qualification, disqualification, rotation, remuneration, retirement, powers, duties, rights, privileges, liabilities, indemnity, meetings, proceedings, votes and resolutions of directors (including the governor and deputy governor) and committees of directors, commissioners, local boards, local directors, trustees, auditors, officers, servants, attorneys, agents, and others employed by or acting on behalf of the Company, the keeping and signing of minutes of proceedings at meetings of the Company and the directors, the accounts of the Company and the auditing thereof, and notices to be served by or on behalf of the Company, and generally to provide for the regulation and administration of the Company's business and affairs, and to provide for the winding up and dissolution of the Company, in such manner and with such formalities, incidents and consequences as the intended Act may prescribe, and for the procedure in relation thereto, and to make all or any incidental or convenient provisions with reference thereto, and to empower the directors in the event of a resolution being passed for the dissolution of the Company to petition the Court for the time being having jurisdiction in England to wind up Companies, in the name of the Company or otherwise, that the Company be wound up by and under the jurisdiction of that Court.

20. To make provision for the repeal, variation, modification, alteration or extension of any regulations or bye-laws of the Company for the time being in force, in such manner and subject to such conditions or formalities as may be prescribed by the intended Act.

21. To make provision with respect to the conditions and formalities applicable to the passing and confirmation of resolutions which under the terms of the intended Act are required to be passed and confirmed at successive meetings, the convening and holding of the meetings, the majorities required thereat, and otherwise in regard thereto.

22. To make all such other provisions and regulations as may be deemed necessary or desirable for all or any of the purposes aforesaid, and the conduct of the business of the Company and for effecting the objects of the