

Company No: 1363705

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
**CHARCO NOMINEES LIMITED**  
(the "Company")

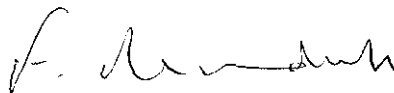
Passed on the 25 day of October 2004.

Pursuant to Section 381A of the Companies Act 1985 (as amended) all the Shareholders of the Company who on the 25 October 2004 would be entitled to vote at a General Meeting of the Company hereby resolve to pass the following resolutions as Written Resolutions:

WRITTEN RESOLUTIONS

That the regulations contained in the document produced and for the purpose of identification signed by each shareholder of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

That, following the passing of the above resolution, the header of Memorandum of Association be amended so as to refer to "The Companies Acts 1948 to 1985" and the Company's objects be altered by the adoption of a new clause 3 in the Memorandum of Association in the form included in the retyped version, a copy of which was produced to the meeting and for the purposes of identification signed by each shareholder.



.....  
Director for and on behalf of  
**Bayshill Secretaries Limited**  
Secretary



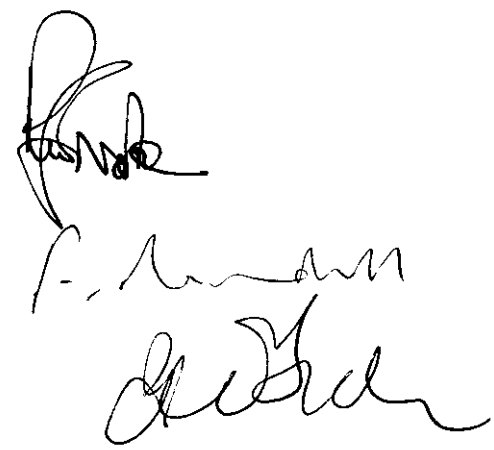
THE COMPANIES ACTS 1948 to 1985

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COMPANY LIMITED BY SHARES  
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MEMORANDUM OF ASSOCIATION

OF

CHARCO NOMINEES LIMITED<sup>1</sup>

Three handwritten signatures and initials are present on the right side of the document. The top signature is a cursive 'P. J. ...'. Below it is a signature that appears to be 'F. ...'. The bottom signature is a large, stylized cursive signature, possibly 'G. ...'.

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- 1 The name of the Company is "CHARCO NOMINEES LIMITED".
  - 2 The registered office of the Company will be situate in England.
  - 3 The objects for which the Company is established are:-
    - (a) (i) to undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body;
    - (ii) to undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission;
    - (iii) for the above purposes to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction;
    - (iv) in the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body;

BUT insofar only as the same consist of the provision of professional services such as are provided by individuals practising as solicitors or by multi-national partnerships **AND PROVIDED THAT** nothing in any sub-clause of this Clause shall give the Company power to do any thing in breach of the Solicitors Act 1974, the Rules or any rules, principles or

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<sup>1</sup> By a Written Resolution passed on 5 June 1978 the name of the Company was changed from Unitelm Limited to Dyer Street Nominees Limited. A certificate of change of name was issued by Companies House on 22 June 1978.

By a Written Resolution passed on 21 October 1986 the name of the Company was changed from Dyer Street Nominees Limited to Charco Nominees Limited. A certificate of change of name was issued by Companies House on 9 December 1986.

requirements of conduct applicable to recognised bodies by virtue of the Rules or section 9 of the AJA.

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the directors be conveniently carried on by the Company.
- (c) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, preparers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (f) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (g) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (h) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provisions.
- (i) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (j)
  - (i) To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

- (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.
- (k) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (l) To enter into any arrangement with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (m) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligations in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (n) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (o) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (p) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (q) To apply for, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trade marks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to the Company's business or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in; to use, exercise, develop, manufacture under or grant licenses in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trade marks, licences, concession, know how, confidential information and the like and information generally and to carry on the business of an inventor, designer or research organisation.

- (r) To sell, exchange, mortgage, charge, let or rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (s) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount ( even if less than the nominal amount of such securities) or for any purpose.
- (t) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.
- (u) To pay all the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (w) To case carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.

- (x) To distribute any of the property of the Company among its creditors and members in specie or kind.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (z) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
- (aa) To do all such other things as in the opinion of the Company are of may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in this clause "Rules" shall have the meaning contained in the Articles of Association, "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4 The liability of members is limited.
- 5 The Share Capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
John Patrick O'Donnell, Company Director 42 Arran Road Catford London SE6	1

Danuta O'Donnell, Company Director  
42 Arran Road  
Catford  
London  
SE6

1

DATED this 15<sup>th</sup> day of January 1978

Witness to the above signatures:

Patrick Joseph O'Donnell, Company Director  
169 Firhill Road  
Catford  
London  
SE6

COMPANY NO: 01363705

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

CHARCO NOMINEES LIMITED

Adopted by Written Resolution passed on 25 October 2004

**PRELIMINARY**

- 1 In the Memorandum of Association of the Company, in these Articles and in Table A:-

**“the Act”**

means the Companies Act 1985.

**“Table A”**

means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

**“the AJA”**

means the Administration of Justice Act 1985;

**“the Council”**

means the Council of the Society;

**“member”**

means a person whose name is entered in the Company's register of members;

**“practising certificate”**

and “the Roll” have the meanings assigned to them in the Solicitors Act 1974;



**“recognised body”**

means a body corporate for the time being recognised by the Council under Section 9 of the AJA and the Rules;

**“registered foreign lawyer”**

means a person registered in accordance with S.89 of the Courts and Legal Services Act 1990;

**“the Rules”**

means the Solicitors’ Incorporated Practice Rules 2001 or any modification or re-enactment for the time being in force;

**“the Society”**

means the Law Society; and

**“solicitor”**

means a person qualified to act as a solicitor under s.1 of the Solicitors Act 1974.

Words importing gender include a reference to both other genders, and words in the singular include a reference to the plural and vice versa.

Any reference to any provision of the Act, the AJA, the Solicitors Act 1974 or any provision of any other statute shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

- 2 (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- (B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**SHARE CAPITAL**

- 3 (A) The Share Capital of the Company at the date of adoption of these Articles is £100 divided into 99 Ordinary Shares of £1 each and 1 Deferred Share of £1. Save as regards voting, dividends and the return of capital (as to which the rights of the holders of the shares are as follows) the shares in the Company shall rank pari passu in all respects.
- (B) (i) The holder of the Deferred Share shall, by virtue of or in respect of his holding of the Deferred Share, not have the right to receive notice of any General Meeting of the Company nor the right to attend, speak or vote at any such General Meeting. The Deferred Share shall not entitle its holder to receive any dividend or other distribution. On a return of capital on a winding up, the holder of the Deferred Share shall be entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the sum of £10,000,000 per Ordinary Share has been distributed amongst the holders of the Ordinary Shares and the holder of the Deferred Share shall not be entitled to any further participation in the assets or profits of the Company. Notwithstanding any other provision of these Articles, and unless specifically required by the

provisions of the Act the Company shall not be required to issue any certificates in respect of the Deferred Shares.

- (ii) Neither the passing by the Company of any special resolution for the cancellation of the Deferred Share for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such Order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Share and accordingly the Deferred Share may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with the Act without sanction on the part of the holder of the Deferred Share.
- (iii) The creation or issue of the Deferred Share shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of the holder of such share a transfer thereof and/or an agreement to transfer the same without making any payment to the holder thereof to such person being a solicitor as the Company may determine and to cancel the same in accordance with the provisions of the Act without making any payment to or obtaining the sanction of the holder thereof and pending such transfer and/or cancellation to retain the certificate in respect thereof.

#### **MEMBERS**

- 4 (A) No person shall be a member of the Company unless he is a solicitor who is a partner in the firm of Charles Russell or recognised body.
- (B) A member shall not hold a share or any interest in any share for another person save for a partner in the firm of Charles Russell and as permitted by the Rules. A member shall not create any charge or other third party interest (save as permitted by the Rules) over any share.
- (C) (i) A member shall disclose to the Company in writing:-
  - (a) the nature and extent of any interests in shares registered in his name and the persons by whom such interests are held; and
  - (b) any change in the nature and extent of such interests or in the identity of the persons by whom such interests are heldforthwith on the creation of or the change in the interest concerned.
- (ii) The Company may require a member to furnish any information, document or other matter which the Directors may think necessary for the purpose of enabling the Company to comply with the Rules and the member shall furnish the information, document or other matter required within such period as may be determined by the Directors.
- (D) The Directors shall not enter in the Company's register of members any person until that person and any person for whom he holds a Share as nominee has submitted to the Council a Compensation Fund covenant as required by the Rules and furnished evidence of such submission to the Directors.

## **SHARES**

- 5 (A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons being solicitors at such times and generally on such terms and conditions as they may determine.
- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80(2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.
- 6 By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
- 7 The lien conferred by Regulation 8 in Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said Regulation 8 shall be modified accordingly.
- 8 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## **TRANSMISSION OF SHARES**

- 9 (A) In the event that a member holds any Shares or a beneficial owner has an interest in any Shares in the Company in such circumstances that the Rules or the provisions of these Articles are broken the Directors may at any time resolve that the member holding the Shares concerned shall be deemed to have given a written notice ("a Transfer Notice") indicating his desire to transfer the Shares concerned and appointing the Company his agent for the transfer of the Shares. Such Transfer Notice shall not in any circumstances be capable of revocation. Notice of the passing of the resolution shall promptly be given to the member affected thereby. The member concerned shall sign a transfer of the Shares concerned to such person entitled to be a member of the Company as the Company shall specify for no consideration, completion of the transfer to take place at such place and time as the Directors may appoint.
- (B) *In the event that a member dies or otherwise ceases to be a partner in the firm of Charles Russell or in the event that the name of a member is struck off or*

removed from the Roll or his Practising Certificate is suspended or expires without being renewed or the member becomes bankrupt or (where a member is a Recognised Body) its recognition is revoked or expires, the Directors may require the member or, as the case may be, his legal personal representatives, trustee in bankruptcy, liquidator, administrator or administrative receiver to give a Transfer Notice in respect of all the Shares then registered in the name of the member or deceased member and to sign a transfer of the shares concerned to such person entitled to be a member of the Company as the Company shall specify for no consideration. Such Transfer Notice shall not in any circumstances be capable of revocation. Regulations 29 to 31 of Table A shall take effect subject to this paragraph.

- (C) A Member shall before transferring any Share or holding any Share as nominee ensure that the intended transferee or beneficial owner submits to the Council a Compensation Fund covenant as required by the Rules and shall furnish evidence of such submission to the Directors.
  - (D) If the Directors require a Transfer Notice to be given in respect of any share in accordance with these Articles, but such Transfer Notice is not given within seven days of such requirement a Transfer Notice shall be deemed to have been given at the expiration of such period and shall not in any circumstances be capable of revocation. If a Member shall default in transferring his Shares the Directors may authorise some person to execute on behalf of and as attorney for the defaulting Member and necessary instruments of transfer, after the name of the transferee has been entered in the register of Members in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.
- 10 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

### **THE RULES**

- 11 The management of the Company and the allotment, issue, holding, transfer and transmission of all shares in the capital of the Company shall be subject to the Rules and nothing in the regulations of the Company shall be construed as authorising any breach of the Rules or any rules, principles or requirements of conduct applicable to Recognised Bodies by virtue of the Rules or Section 9 of the AJA. The provisions of this Article shall prevail over the provisions of any other of these Articles or the regulations in Table A.

### **GENERAL MEETINGS**

- 12 *If and so long as the number of members is less than two, a sole member may exercise all the rights vested in the members and Regulation 40 in Table A shall not apply.*
- 13 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
- 14 If at any adjourned meeting of meetings of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.

- 15 For the purpose of Regulation 53 in Table A a director or secretary of a recognised body which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that recognised body.
- 16 A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.
- 17 (A) A member shall not tender a vote in breach of the Rules and any vote so tendered shall not be accepted.
- (B) Where a member fails to disclose or furnish any information, document or other matter which he is required to disclose or furnish to the Company under Article 4(C) the Directors may resolve that no vote shall be tendered or accepted in respect of any share held by or for him until the member shall have disclosed or furnished the information, document or other matter required. Notice of the passing of such resolution shall forthwith be given to the member affected thereby.
- (C) For the purpose of attending and voting at meetings a member shall not appoint any person as a proxy or corporate representative contrary to the Rules.

### **DIRECTORS**

- 18 The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly.

### **ALTERNATE DIRECTORS**

- 19 Each director shall have the power from time to time to appoint any other director or any person being a solicitor to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly. The alternate director shall benefit from the indemnity set out in Article 27.

### **PROCEEDINGS OF DIRECTORS**

- 20 Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
- 21 At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and Regulation 88 of Table A shall be modified accordingly.
- 22 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

- 23 (A) The directors shall have power at any time and from time to time, to appoint any person or persons being a solicitor and a partner in the firm of Charles Russell to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
- (B) No person shall be appointed or re-appointed or act as a director unless he is a Solicitor and a partner in the firm of Charles Russell.
- (C) In addition to the provisions of Table A, the office of a Director shall forthwith be vacated:-
- (i) if he ceases to be qualified to act as a Solicitor under Section 1 of the Solicitors Act 1974; or
  - (ii) if he becomes a patient as defined by Section 94 of the Mental Health Act 1983 or becomes a person as to whom powers have been exercised under Section 98 of that Act; or
  - (iii) if he ceases to be a partner in the firm of Charles Russell.
- (D) Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.
- 24 Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons being a solicitor and a partner in the firm of Charles Russell as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a recognised body signed on its behalf by one of its directors or the secretary, and shall take effect upon lodgement at the registered office of the Company.
- 25 The Company may at any time and from time to time by ordinary resolution appoint any person being a solicitor and a partner in the firm of Charles Russell who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

### **DIVIDENDS**

- 26 Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares (other than the Deferred Share) on which the dividend is paid. Regulation 104 in Table A shall be construed accordingly.

### **INDEMNITY**

- 27 Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the

Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.