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MEMORANDUM AND NEW ARTICLES OF ASSOCIATION OF  
ELEXON LIMITED

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**Company No: 3782949**

**The Companies Acts**

**Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION**

(Incorporated on the 4th day of June 1999)

(Altered by Special Resolution on 10th August, 2000)

**of**

**ELEXON LIMITED**

1. The Company's name is "ELEXON LIMITED"<sup>1</sup>.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - 3.1 to act as, and perform the functions which are ascribed to, BSCCo as set out in the Balancing and Settlement Code established and from time to time modified pursuant to the licence granted under Section 6(1)(b) of the Electricity Act 1989 (as amended), the authorised area of which is Great Britain<sup>2</sup> and Offshore<sup>3</sup>, and in furtherance of this principal object the further objects set out in the following sub-clauses;
  - 3.2 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or

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<sup>1</sup> The name of the Company was changed from Intercede 1442 Limited to BSCC Limited by Special Resolution on 13 July 1999 and to Elexon Limited by Special Resolution on 31st May, 2000.

<sup>2</sup> Altered by special resolution dated 2 September 2004

<sup>3</sup> Altered by special resolution dated 2 December 2009

hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or in any other industry ancillary thereto or in any business which can conveniently be carried on in connection therewith;

- 3.3 to co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed;
- 3.4 to advance and lend money with or without security and to guarantee the performance of the contracts or obligations or the repayment of capital, principal, dividends, interest or premiums payable on any stock, shares, securities or debentures of, or other investments in, any company or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company (as defined by section 736 Companies Act 1985) or another subsidiary (as defined by that section) of the Company's holding company and to give all kinds of indemnities;
- 3.5 to organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships, associations and firms of all kinds and to underwrite or guarantee the subscription of shares, stocks, debentures, debenture stock, bonds, loans, obligations, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof;
- 3.6 to carry on all kinds of promotion business and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies, associations or undertakings whatsoever and to market, advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever;
- 3.7 to vary the investments and holdings of the Company as may from time to time be deemed desirable;
- 3.8 to act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor,

administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise;

- 3.9 to provide technical, cultural, artistic, educational, entertainment or business material, facilities, information or services and to carry on any business involving any such provision;
- 3.10 to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require;
- 3.11 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;
- 3.12 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;
- 3.13 to enter into any arrangements 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;
- 3.14 to purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let, grant licences, easements, options and other rights over or otherwise deal with or dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, chooses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration (including in particular but without detracting from the generality of the foregoing for any securities or for a share of profit or a royalty or other periodical or deferred payment);
- 3.15 to enter into partnership or any other arrangement for sharing profits or joint venture or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;

- 3.16 for any reason whatsoever to mortgage, charge, pledge or otherwise secure, either with or without the Company receiving any consideration or advantage, all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company and to guarantee, indemnify or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging, charging, pledging or otherwise securing all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary undertaking (both as defined in the Companies Act 1985 (as amended) of the Company or of the Company's holding company as so defined;
- 3.17 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company and in particular by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of securities of any description;
- 3.18 to buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes;
- 3.19 to apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which is capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired;
- 3.20 to apply for and take out, purchase or otherwise acquire, sell, licence, transfer, deal or trade in any way in trade marks and names, service marks and names, designs, patents, patent rights, inventions, secret processes, know-how and information and any form of intellectual property and to carry on the business of an inventor, designer or research organisation;
- 3.21 to sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company for such consideration as the Company may think fit, and in particular cash,

shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company;

- 3.22 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was 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 or of any predecessor in business of any of them, and to the relations, connections, or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes;
- 3.23 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);
- 3.24 to cease 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;
- 3.25 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 3.26 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid;
- 3.27 to effect insurances against losses, damages, risks and liabilities of all kinds which may affect the Company or any subsidiary of it or company associated with it or in which it is or may be interested;
- 3.28 to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to

or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 (as amended);

- 3.29 to act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested;
- 3.30 to distribute among the members in cash, specie or kind any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 3.31 to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise;
- 3.32 to carry on any other activity and do anything of any nature which in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated 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 any of its members; and
- 3.33 to do all such things as in the opinion of the board of directors of the Company are or may be incidental or conducive to the above objects or any of them.

And it is hereby declared that for the purposes of this clause:-

- (A) the word "company" shall (except where referring to this Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not

incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;

- (B) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
- (C) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
- (D) "and" and "or" shall mean "and/or";
- (E) "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and
- (F) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, 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 the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.



**The Companies Acts**

**Company Limited by Shares**

**NEW ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 30th November, 1999)

(Amended by Special Resolution passed on 10th August, 2000)

**of**

**ELEXON LIMITED**

**DEFINITIONS AND INTERPRETATION**

**1. Definitions**

- 1.1 In these Articles and the applicable regulations of Table A (as defined below) the following words and expressions have the meanings set opposite them:

<b>"Act"</b>	the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
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<b>"Code"</b>	the Balancing and Settlement Code established and from time to time modified pursuant to the licence granted under Section 6(1)(b) of the Electricity Act 1989 (as amended), the authorised
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area of which is Great Britain <sup>4</sup> and Offshore<sup>5</sup>

**"Committee"** a committee of the board of directors of the Company duly appointed pursuant to these Articles

**"Offshore"** has the meaning given to that term in the Code (as amended from time to time)<sup>6</sup>

**"Statutes"** every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company

**"Table A"** Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985

**"these Articles"** these articles of association as originally adopted or as altered from time to time

**"Transmission Company"** Transmission Company as defined in the Code from time to time.<sup>7</sup>

**"Transmission Licence"** means the Transmission Licence as defined in the Code<sup>8</sup> from time to time

Words importing the singular number include the plural number and vice versa, words importing one gender include all genders

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<sup>4</sup> Altered by special resolution dated 2 September 2004

<sup>5</sup> Altered by special resolution dated 2 December 2009

<sup>6</sup> Altered by special resolution dated 2 December 2009

<sup>7</sup> Altered by special resolution dated 2 September 2004

<sup>8</sup> Altered by special resolution dated 2 September 2004

and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

## **2. Table A**

The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles. Regulations 8, 24, 34, 40, 41, <sup>9</sup>65, 67, 73 to 78 (inclusive), 80, 82, 83, 84, 87, 94 to 98 (inclusive), 102 to 108 (inclusive), 110, 117 and 118 of Table A shall not apply to the Company.

### **SHARE CAPITAL**

## **3. Directors' power to allot shares**

Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount and provided further that no shares in the Company shall be issued unless such issue has first been approved in accordance with the Code.

## **4. Extent of directors' power to allot shares**

The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3 shall be the nominal amount of unissued share capital at the date of adoption of this article or such other amount as shall be authorised by the Company in general meeting.

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<sup>9</sup> Altered by special resolution dated 19 November 2012

**5. Duration of directors' power to allot shares**

The authority conferred on the directors by articles 3 and 4 shall remain in force for a period of five years from the date of adoption of this article and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

**6. Disapplication of statutory pre-emption provisions**

In accordance with section 91(1) of the Act, the provisions of sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the share capital of the Company (present and future).

**LIEN**

**7. Company's lien**

7.1 The Company shall have a first paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

7.2 Subject to the provisions of the Act and these Articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

### **TRANSFER OF SHARES**

#### **8. Right to refuse registration**

The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share whether or not it is a fully paid share and the directors may not approve any transfer unless it has first been approved in accordance with the Code.

### **PROCEEDINGS AT GENERAL MEETINGS**

#### **9. Quorum**

No business shall be transacted at any general meeting unless a quorum is present. Subject to article 10 two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

#### **10. Quorum if only a sole member**

If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

#### **11. Procedure if a quorum is not present**

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

#### **12. Procedure if a single member company**

- 12.1 If the membership of the Company falls to one member or, having had one member, increases to more than one member an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act.

12.2 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

12.3 If and for so long as the Company has only one member and that member is a director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the Company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract.

### **13. Signature by or on behalf of members**

In the case of:

13.1 a member which is a corporation the signature of:

- (A) any director or the secretary of that corporation; or
- (B) any other person authorised in that behalf either generally or in a particular case by notice in writing to the Company in accordance with sub-paragraph 13.1(A) above; and,

13.2 a share registered in the name of joint holders, the signature of any one of such joint holders, shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these Articles.

### **14. Right to demand a poll**

A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

## **15. Resolution in writing**

A resolution in writing such as is referred to in regulation 53 of Table A executed by or on behalf of a member may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

## **16. Voting**

16.1 On a show of hands or on a poll votes may be given either personally or by proxy and regulation 54 of Table A shall be construed accordingly. In the case of a member which is a corporation, a director or the secretary shall be deemed to be a duly authorised representative of that corporation for the purposes of regulation 54 of Table A and for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company.

16.2 Subject to any rights or restrictions attached to any shares,

(A) on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) and every person (not being entitled to vote in any other capacity) present as a proxy for a member or members shall have one vote; and

(B) on a poll every member (or his proxy) shall have one vote for every share of which he (or the member by whom he was appointed) is the holder.

16.3 Regulation 59 of Table A shall be amended by the addition of the following:

"On a show of hands or a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion and a member entitled to more than one vote on a poll need not use all his votes or cast all his votes used in the same way. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting except with the permission of the chairman of the meeting."

## **17. Proxies**

An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director, the

secretary or other officer thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly. The directors may at their discretion treat a copy of a faxed or machine made instrument appointing a proxy as an instrument of proxy. Appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the instrument proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). An instrument of proxy may be revoked at any time prior to the commencement of the meeting by notice of revocation given by such means as an instrument of proxy may be given under these Articles. Regulation 62 of Table A shall be construed accordingly.



### NUMBER OF DIRECTORS

#### 18. Number of Directors

Not used<sup>10</sup>

### ALTERNATE DIRECTORS

#### 19. Appointment, Removal and Cessation

Any director (other than an alternative director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

#### 20. Powers of an alternate director

If his appointor is for the time being unavailable or temporarily unable to act through ill health or disability, the signature of an alternate director to any resolution in writing of the directors shall be as effective as the signature of his appointor.

#### 21. Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

### DELEGATION OF POWERS

#### 22. Committees

The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

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<sup>10</sup> Altered by special resolution dated 19 November 2012

"The directors may delegate any of their powers to any Committee consisting of one or more persons. Any Committee shall have the power unless the directors direct otherwise to co-opt as a member or as members of the Committee for any specific purpose any person or persons not being a director or directors of the Company."

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

##### **23. Restrictions on appointment of directors**

No person who is a director of the Transmission Company or any subsidiary of the Transmission Company shall be appointed as a director and the office of a director shall be vacated by any director who becomes a director of the Transmission Company or any subsidiary of the Transmission Company.

##### **24. No retirement by rotation**

Subject to the provisions of the Code in relation to the appointment or reappointment of directors at Annual BSC Meetings, ~~the~~ the directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

##### **25. Casual vacancy**

The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

##### **26. Majority shareholders' right to appoint and remove directors**

Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed provided that no such appointment or removal shall take effect unless it has first been approved in accordance with the Code. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall

take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

**27. No age limit for directors**

There shall be no age limit for directors of the Company.

**28. No directors' shareholding requirement**

A director shall not be required to hold any qualification shares in the Company.

**DISQUALIFICATION AND REMOVAL OF DIRECTORS**

**29. Disqualification**

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

- (A) "(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"
- (B) "(e) he is otherwise duly removed from office including where a director is removed from office pursuant to the Code."

**REMUNERATION OF DIRECTORS**

**30. ~~Ordinary remuneration and extra r~~Remuneration**

~~30.1 Regulation 82 of Table A shall be amended by the addition of the following:~~

~~"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra~~

~~remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."Directors may undertake any services for the Company that the directors decide.~~

30.2 Directors are entitled to such remuneration as the directors determine:

(A) for their services to the Company as directors, and

(B) for any other service which they undertake for the Company.

30.2 Subject to the articles, a director's remuneration may:

(A) take any form; and

(B) in respect of any director who holds executive office with the Company, include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

30.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

30.5 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

### **31. Directors' expenses**

The directors (including alternate directors) may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or Committees or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

**PROCEEDINGS OF DIRECTORS**

**32. Notice to directors outside the United Kingdom.**

32.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

The final sentence of regulation 66 of Table A shall accordingly not apply to the Company.

32.2 In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the directors or of a Committee, the following shall be counted in the quorum:

- (A) in the case of a resolution approved by a meeting of the directors or of a Committee held by telephone communication, all directors participating in such meeting;
- (B) in the case of a meeting of the directors or of a Committee, the directors actually present at such meeting and any other director in telephone communication with such meeting; and
- (C) in the case of a meeting held by means of facsimile transmissions, all directors participating in such meeting by that means.

References in this Article to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant Committee.

**33. Directors as corporations**

Where a director is a corporation, a director, the secretary or other officer thereof shall be deemed to be a duly authorised

representative of that corporation for the purposes of signing any written resolution of directors of the Company.

**34. Sole director**

If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and article 32 shall have no effect.

**35. Resolution in writing**

A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternative director or member of a Committee may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve.

**36. Participation at meetings by telephone**

36.1 Directors (or their alternates) or other persons participating in the manner described in this Article shall be deemed to be present in person and to be holding a meeting.

36.2 Any director (including an alternate director) or other person may participate in a meeting of the directors or a Committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a Committee in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

**37. Directors' interests**

Subject to such disclosure as is required by section 317 of the Act a director shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of directors or of a Committee on any resolution concerning a matter in which he has, directly or indirectly, an

interest or duty which is material and which conflicts or may conflict with the interests of the Company.

### **38. Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. If thought fit, two or more persons may be appointed as joint secretaries. The directors may also appoint from time to time on such terms as they think fit one or more assistant or deputy secretaries.

## **THE SEAL**

### **39. Sealing**

39.1 If the Company has a seal it shall only be used with the authority of the directors or of a Committee. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

39.2 The directors or a Committee authorised to do so by the directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such a case that the secretary or the designated director above may sign any instrument to which the seal is to be affixed pursuant to that authority, and regulation 101 of Table A shall be modified accordingly.

### **40. Execution of a Document as a Deed**

Where the Statutes so permit, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

**41. Official seal**

In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place outside the United Kingdom.

**DIVIDENDS****42. Payment of dividends**

The Company shall have no power or authority to, and the Company shall not at any time, declare or pay any dividends.

**NOTICES****43. Form of Notice**

Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

**INDEMNITY****44. Officers' indemnity**

Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.



**45. Directors' power to purchase indemnity insurance**

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

**WINDING UP****46. Application of amounts on winding up**

On a winding up of the Company, any amounts which would otherwise be payable to the shareholder(s) of the Company shall be paid by the Company in such manner and to such person(s) as shall be designated in accordance with the provisions of the Code and the shareholder(s) of the Company shall if so required execute any waivers or other documents or waivers which may be necessary to give effect to the provisions of this Article.

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