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MODEL ARTICLES FOR PRIV[redacted]TED BY SHARES

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SHARES

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PART 1
INTERPRETATION AND LI[redacted]TY

Defined terms

1. In the articles, unless [redacted]erwise—

“articles” means the company’[redacted]

“bankruptcy” includes individu[redacted] in a jurisdiction other than England and Wales or Norther[redacted]effect similar to that of bankruptcy;

“chairman” has the meaning gi[redacted]

“chairman of the meeting” has [redacted]icle 39;

“Companies Acts” means the [redacted]ed in section 2 of the Companies Act 2006), in so fa[redacted]mpany;

“director” means a director of t[redacted]s any person occupying the position of director, by whatev[redacted]

“distribution recipient” has the [redacted]31;

“document” includes, unless o[redacted]ocument sent or supplied in electronic form;

“electronic form” has the mean[redacted] of the Companies Act 2006;

“fully paid” in relation to a shar[redacted]al value and any premium to be paid to the company in resp[redacted]een paid to the company;

“hard copy form” has the mean[redacted] of the Companies Act 2006;

“holder” in relation to shares m[redacted]name is entered in the register of members as the holder of th[redacted]

“instrument” means a docume[redacted]

“ordinary resolution” has the m[redacted]282 of the Companies Act 2006;

“paid” means paid or credited [redacted]

“participate”, in relation to a di[redacted]meaning given in article 10;

“proxy notice” has the meaning[redacted]

“shareholder” means a person[redacted]are;

“shares” means shares in the [redacted]

“special resolution” has the me[redacted]33 of the Companies Act 2006;

“subsidiary” has the meaning [redacted]he Companies Act 2006;

“transmittee” means a person [redacted]son of the death or bankruptcy of a shareholder o[redacted]of law; and

“writing” means the representa[redacted]ords, symbols or other information in a visible form by[redacted]tion of methods, whether sent or supplied in electronic form [redacted]

Unless the context otherwise r[redacted]expressions contained in these articles bear the same meanin[redacted]ct 2006 as in force on the date when these articles become bi[redacted]

Liability of members

2. The liability of the me[redacted]amount, if any, unpaid on the shares held by them.

PART 2 DIRECTORS
DIRECTORS' POWERS AND [redacted]

Directors' general authority [redacted]

3. Subject to the articles, th[redacted]ble for the management of the company's business, for whic[redacted]xercise all the powers of the company.

Shareholders' reserve powe[redacted]

4.—(1) The shareholders m[redacted] direct the directors to take, or refrain from taking, specified a[redacted]

(2) No such special resoluti[redacted]which the directors have done before the passing of the resol[redacted]

Directors may delegate

5.—(1) Subject to the article[redacted]egate any of the powers which are conferred on them under t[redacted]

(a) to such person or committe[redacted]

(b) by such means (including b[redacted]

(c) to such an extent;

(d) in relation to such matters [redacted]

(e) on such terms and conditio[redacted]

as they think fit.

(2) If the directors so specify[redacted]ay authorise further delegation of the directors' powers by any[redacted]e delegated.

(3) The directors may revok[redacted]e or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which[redacted]ny of their powers must follow procedures which are based a[redacted]ble on those provisions of the articles which govern the takin[redacted]s.

(2) The directors may make[redacted] all or any committees, which prevail over rules derived from[redacted]t consistent with them.

DECISION-MAKING BY DIRE[redacted]

Directors to take decisions c[redacted]

7.—(1) The general rule abo[redacted]irectors is that any decision of the directors must be either a[redacted]meeting or a decision taken in accordance with article 8.

(2) If—

(a) the company only has one [redacted]

(b) no provision of the articles [redacted]than one director,

the general rule does not apply[redacted]ake decisions without regard to any of the provisions of the art[redacted] decision-making.

Unanimous decisions

8.—(1) A decision of the dir[redacted]lance with this article when all eligible directors indicate to ea[redacted]hat they share a common view on a matter.

(2) Such a decision may ta[redacted]ion in writing, copies of which have been signed by each e[redacted]ich each eligible director has otherwise indicated agreemen[redacted]

(3) References in this articl[redacted] to directors who would have been entitled to vote on the[redacted]oposed as a resolution at a directors' meeting.

(4) A decision may not be[redacted]with this article if the eligible directors would not have forme[redacted]eeting.

Calling a directors' meeting

9.—(1) Any director may ca[redacted]giving notice of the meeting to the directors or by authorising [redacted]f any) to give such notice.

(2) Notice of any directors' [redacted]

(a) its proposed date and time[redacted]

(b) where it is to take place; a[redacted]

(c) if it is anticipated that direct[redacted]eeting will not be in the same place, how it is proposed that [redacted] with each other during the meeting.

(3) Notice of a directors' me[redacted]ch director, but need not be in writing.

(4) Notice of a directors' m[redacted] to directors who waive their entitlement to notice of that m[redacted] to that effect to the company not more than 7 days after the[redacted]ing is held. Where such notice is given after the meeting ha[redacted] not affect the validity of the meeting, or of any business co[redacted]

Participation in directors' m[redacted]

10.—(1) Subject to the artic[redacted]in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been calle[redacted]ordance with the articles, and

(b) they can each communicat[redacted]ation or opinions they have on any particular item of the bu[redacted]

(2) In determining whether [redacted]g in a directors' meeting, it is irrelevant where any director is[redacted]te with each other.

(3) If all the directors particip[redacted]t in the same place, they may decide that the meeting is to b[redacted] wherever any of them is.

Quorum for directors' meeti[redacted]

11.—(1) At a directors' mee[redacted]participating, no proposal is to be voted on, except a proposa[redacted]

(2) The quorum for directo[redacted]ixed from time to time by a decision of the directors, but [redacted]an two, and unless otherwise fixed it is two.

(3) If the total number of [redacted]eing is less than the quorum required, the directors must no[redacted] than a decision—

(a) to appoint further directors,[redacted]

(b) to call a general meeting so[redacted]olders to appoint further directors.

Chairing of directors' meetin[redacted]

12.—(1) The directors may [redacted] their meetings.

(2) The person so appointed[redacted]own as the chairman.

(3) The directors may termin[redacted]intment at any time.

(4) If the chairman is not pa[redacted] meeting within ten minutes of the time at which it was to [redacted]irectors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of v[redacted]oposal are equal, the chairman or other director chairing the m[redacted]e.

(2) But this does not apply i[redacted]articles, the chairman or other director is not to be counted[redacted] decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed dec[redacted] concerned with an actual or proposed transaction or arra[redacted]pany in which a director is interested, that director is not[redacted]ipating in the decision-making process for quorum or voting p[redacted]

(2) But if paragraph (3) a[redacted]is interested in an actual or proposed transaction or arr[redacted]mpany is to be counted as participating in the decision-ma[redacted] and voting purposes.

(3) This paragraph applies w[redacted]

(a) the company by ordinary re[redacted]rovision of the articles which would otherwise prevent a dire[redacted]as participating in the decision-making process;

(b) the director's interest cann[redacted]d as likely to give rise to a conflict of interest; or

(c) the director's conflict of inte[redacted]ted cause.

(4) For the purposes of this [redacted]permitted causes—

(a) a guarantee given, or to be[redacted] in respect of an obligation incurred by or on behalf of the[redacted]bsidiaries;

(b) subscription, or an agreem[redacted]es or other securities of the company or any of its subsidia[redacted]o-underwrite, or guarantee subscription for any such shar[redacted]

(c) arrangements pursuant to [redacted]available to employees and directors or former employees[redacted]pany or any of its subsidiaries which do not provide special b[redacted]rmer directors.

(5) For the purposes of this [redacted]posed decisions and decision-making processes include any[redacted]t of a directors' meeting.

(6) Subject to paragraph (7[redacted] a meeting of directors or of a committee of directors as to [redacted] participate in the meeting (or part of the meeting) for votin[redacted]the question may, before the conclusion of the meeting, be [redacted]whose ruling in relation to any director other than the chairma[redacted]usive.

(7) If any question as to t[redacted] the meeting (or part of the meeting) should arise in respe[redacted]question is to be decided by a decision of the directors at tha[redacted]ose the chairman is not to be counted as participating in th[redacted] of the meeting) for voting or quorum purposes.

Records of decisions to be k[redacted]

15. The directors must ens[redacted]eps a record, in writing, for at least 10 years from the date o[redacted]f every unanimous or majority decision taken by the directors[redacted]

Directors' discretion to mak[redacted]

16. Subject to the articles, [redacted] any rule which they think fit about how they take decision[redacted] rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTO[redacted]

Methods of appointing direc[redacted]

17.—(1) Any person who is[redacted]tor, and is permitted by law to do so, may be appointed to be[redacted]

(a) by ordinary resolution, or

(b) by a decision of the directo[redacted]

(2) In any case where, as a[redacted]pany has no shareholders and no directors, the personal rep[redacted]hareholder to have died have the right, by notice in writing, t[redacted]a director.

(3) For the purposes of pa[redacted]or more shareholders die in circumstances rendering it un[redacted] to die, a younger shareholder is deemed to have survived an[redacted]

Termination of director's ap[redacted]

18. A person ceases to be [redacted]

(a) that person ceases to be a [redacted] provision of the Companies Act 2006 or is prohibited from [redacted]

(b) a bankruptcy order is made [redacted]

(c) a composition is made with [redacted] generally in satisfaction of that person's debts;

(d) a registered medical practi[redacted] person gives a written opinion to the company stating [redacted] come physically or mentally incapable of acting as a direct[redacted] more than three months;

(e) by reason of that person's [redacted] akes an order which wholly or partly prevents that person fro[redacted] any powers or rights which that person would otherwise h[redacted]

(f) notification is received by th[redacted] ctor that the director is resigning from office, and such [redacted] ffect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may und[redacted] he company that the directors decide.

(2) Directors are entitled to [redacted] directors determine—

(a) for their services to the co[redacted]

(b) for any other service which [redacted] ompany.

(3) Subject to the articles, a [redacted] may—

(a) take any form, and

(b) include any arrangements [redacted] yment of a pension, allowance or gratuity, or any death, sickn[redacted] to or in respect of that director.

(4) Unless the directors de[redacted] s' remuneration accrues from day to day.

(5) Unless the directors de[redacted] s are not accountable to the company for any remuneratio[redacted] directors or other officers or employees of the company's s[redacted] er body corporate in which the company is interested.

Directors' expenses

20. The company may pay [redacted] es which the directors properly incur in connection with their a[redacted]

(a) meetings of directors or co[redacted]

(b) general meetings, or

(c) separate meetings of the h[redacted] ares or of debentures of the company,

or otherwise in connection wit[redacted] wers and the discharge of their responsibilities in relation to th[redacted]

PART 3
SHARES AND DISTRIBUTI[redacted]
SHARES

All shares to be fully paid up[redacted]

21.—(1) No share is to be i[redacted]aggregate of its nominal value and any premium to be paid to[redacted]ration for its issue.

(2) This does not apply to [redacted]mation of the company by the subscribers to the company's [redacted]

Powers to issue different cla[redacted]

22.—(1) Subject to the artic[redacted]e to the rights attached to any existing share, the company m[redacted]ch rights or restrictions as may be determined by ordinary res[redacted]

(2) The company may issue[redacted] redeemed, or are liable to be redeemed at the option of [redacted]older, and the directors may determine the terms, condition[redacted]tion of any such shares.

Company not bound by less[redacted]**s**

23. Except as required by [redacted]ecognised by the company as holding any share upon any [redacted]erwise required by law or the articles, the company is not in[redacted] or recognise any interest in a share other than the holder's a[redacted]nd all the rights attaching to it.

Share certificates

24.—(1) The company mus[redacted]r, free of charge, with one or more certificates in respect of [redacted]areholder holds.

(2) Every certificate must sp[redacted]

(a) in respect of how many sha[redacted]ssued;

(b) the nominal value of those [redacted]

(c) that the shares are fully pai[redacted]

(d) any distinguishing numbers[redacted]

(3) No certificate may be iss[redacted] of more than one class.

(4) If more than one person[redacted]e certificate may be issued in respect of it.

(5) Certificates must—

(a) have affixed to them the co[redacted]or

(b) be otherwise executed in a[redacted]panies Acts.

Replacement share certificat[redacted]

25.—(1) If a certificate issue[redacted]older's shares is—

(a) damaged or defaced, or

(b) said to be lost, stolen or de[redacted]

that shareholder is entitled to [redacted]ement certificate in respect of the same shares.

(2) A shareholder exercisi[redacted]ed with such a replacement certificate—

(a) may at the same time exer[redacted] with a single certificate or separate certificates;

(b) must return the certificate [redacted] the company if it is damaged or defaced; and

(c) must comply with such con[redacted]demnity and the payment of a reasonable fee as the director[redacted]

Share transfers

26.—(1) Shares may be tra[redacted] instrument of transfer in any usual form or any other form [redacted]s, which is executed by or on behalf of the transferor.

(2) No fee may be charge[redacted]strument of transfer or other document relating to or affecti[redacted]

(3) The company may retai[redacted]er which is registered.

(4) The transferor remains [redacted]ntil the transferee's name is entered in the register of mem[redacted]

(5) The directors may refus[redacted] of a share, and if they do so, the instrument of transfer mus[redacted]feree with the notice of refusal unless they suspect that the p[redacted]fraudulent.

Transmission of shares

27.—(1) If title to a share[redacted]tee, the company may only recognise the transmittee as h[redacted]re.

(2) A transmittee who pro[redacted] entitlement to shares as the directors may properly require[redacted]

(a) may, subject to the articles[redacted]e the holder of those shares or to have them transferred to [redacted]

(b) subject to the articles, and [redacted]e shares to another person, has the same rights as the hol[redacted]

(3) But transmittees do not [redacted]r vote at a general meeting, or agree to a proposed written re[redacted]ares to which they are entitled, by reason of the holder's dea[redacted]wise, unless they become the holders of those shares.

Exercise of transmittees' rig[redacted]

28.—(1) Transmittees who [redacted]ders of shares to which they have become entitled must no[redacted]g of that wish.

(2) If the transmittee wishe[redacted]ferred to another person, the transmittee must execute an i[redacted]spect of it.

(3) Any transfer made or e[redacted] is to be treated as if it were made or executed by the pe[redacted]nsmittee has derived rights in respect of the share, and as i[redacted]se to the transmission had not occurred.

Transmittees bound by prior [redacted]

29. If a notice is given to a [redacted] of shares and a transmittee is entitled to those shares, the t[redacted]he notice if it was given to the shareholder before the trans[redacted]n entered in the register of members.

DIVIDENDS AND OTHER DIS[redacted]

Procedure for declaring divi[redacted]

30.—(1) The company ma[redacted] declare dividends, and the directors may decide to pay in[redacted]

(2) A dividend must not [redacted]he directors have made a recommendation as to its am[redacted]must not exceed the amount recommended by the directors[redacted]

(3) No dividend may be [redacted]ss it is in accordance with shareholders' respective rights[redacted]

(4) Unless the shareholders[redacted]r directors' decision to pay a dividend, or the terms on whic[redacted]cify otherwise, it must be paid by reference to each sharehol[redacted]n the date of the resolution or decision to declare or pay it.

(5) If the company's share[redacted] different classes, no interim dividend may be paid on sha[redacted] non-preferred rights if, at the time of payment, any preferen[redacted]

(6) The directors may pay [redacted]d payable at a fixed rate if it appears to them that the profit[redacted] justify the payment.

(7) If the directors act in go[redacted]r any liability to the holders of shares conferring preferred rig[redacted]y suffer by the lawful payment of an interim dividend on share[redacted]referred rights.

Payment of dividends and o[redacted]

31.—(1) Where a dividend[redacted]s a distribution is payable in respect of a share, it must be p[redacted]e following means—

(a) transfer to a bank or buildi[redacted]ied by the distribution recipient either in writing or as the direc[redacted]e;

(b) sending a cheque made pa[redacted]ecipient by post to the distribution recipient at the dis[redacted]ered address (if the distribution recipient is a holde[redacted] other case) to an address specified by the distribution re[redacted] as the directors may otherwise decide;

(c) sending a cheque made pa[redacted]post to such person at such address as the distribution rec[redacted]r in writing or as the directors may otherwise decide; or

(d) any other means of payme[redacted]with the distribution recipient either in writing or by such oth[redacted]s decide.

(2) In the articles, "the dis[redacted]ns, in respect of a share in respect of which a dividend or [redacted]

(a) the holder of the share; or

(b) if the share has two or mor[redacted]r of them is named first in the register of members; or

(c) if the holder is no longer en[redacted]son of death or bankruptcy, or otherwise by operation of law, [redacted]

No interest on distributions [redacted]

32. The company may not [redacted]dend or other sum payable in respect of a share unless othe[redacted]

(a) the terms on which the sha[redacted]

(b) the provisions of another a[redacted]lder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or oth[redacted]

(a) payable in respect of share[redacted]

(b) unclaimed after having bee[redacted]ayable,

may be invested or otherwise[redacted]irectors for the benefit of the company until claimed.

(2) The payment of any suc[redacted] into a separate account does not make the company a truste[redacted]

(3) If—

(a) twelve years have passed [redacted] dividend or other sum became due for payment, and[redacted]

(b) the distribution recipient ha[redacted]

the distribution recipient is n[redacted] dividend or other sum and it ceases to remain owing by the[redacted]

Non-cash distributions

34.—(1) Subject to the term[redacted] question, the company may, by ordinary resolution on the [redacted] directors, decide to pay all or part of a dividend or other dis[redacted]ect of a share by transferring non-cash assets of equivalen[redacted]ut limitation, shares or other securities in any company).

(2) For the purposes of pa[redacted]tion, the directors may make whatever arrangements they t[redacted] any difficulty arises regarding the distribution—

(a) fixing the value of any asse[redacted]

(b) paying cash to any distribu[redacted]s of that value in order to adjust the rights of recipients; [redacted]

(c) vesting any assets in truste[redacted]

Waiver of distributions

35. Distribution recipients [redacted]ment to a dividend or other distribution payable in respect[redacted]e company notice in writing to that effect, but if—

(a) the share has more than o[redacted]

(b) more than one person is e[redacted]her by reason of the death or bankruptcy of one or more join[redacted]

the notice is not effective unl[redacted] given, and signed, by all the holders or persons otherwise e[redacted]

CAPITALISATION OF PROFIT[redacted]

Authority to capitalise and a[redacted]sed sums

36.—(1) Subject to the artic[redacted] they are so authorised by an ordinary resolution—

(a) decide to capitalise any pro[redacted]ther or not they are available for distribution) which are not r[redacted]erential dividend, or any sum standing to the credit of the co[redacted]account or capital redemption reserve; and

(b) appropriate any sum which[redacted]lise (a “capitalised sum”) to the persons who would have b[redacted] distributed by way of dividend (the “persons entitled[redacted]rtions.

(2) Capitalised sums must b[redacted]

(a) on behalf of the persons e[redacted]

(b) in the same proportions as[redacted]een distributed to them.

(3) Any capitalised sum ma[redacted] up new shares of a nominal amount equal to the capitalise[redacted]llotted credited as fully paid to the persons entitled or as they[redacted]

(4) A capitalised sum which[redacted]profits available for distribution may be applied in paying up n[redacted]mpany which are then allotted credited as fully paid to the pe[redacted]may direct.

(5) Subject to the articles th[redacted]

(a) apply capitalised sums in a[redacted]hs (3) and (4) partly in one way and partly in another;

(b) make such arrangements a[redacted]h shares or debentures becoming distributable in fract[redacted]cluding the issuing of fractional certificates or the ma[redacted] and

(c) authorise any person to en[redacted]h the company on behalf of all the persons entitled which is b[redacted]t of the allotment of shares and debentures to them under[redacted]

PART 4
DECISION-MAKING BY SH[redacted]
ORGANISATION OF GENER[redacted]

Attendance and speaking at[redacted]

37.—(1) A person is able to[redacted]ak at a general meeting when that person is in a position to [redacted] attending the meeting, during the meeting, any information [redacted]erson has on the business of the meeting.

(2) A person is able to exerc [redacted] general meeting when—

(a) that person is able to vote, [redacted] esolutions put to the vote at the meeting, and

(b) that person's vote can be t [redacted] rmining whether or not such resolutions are passed at the s [redacted] f all the other persons attending the meeting.

(3) The directors may make [redacted] s they consider appropriate to enable those attending a gene [redacted] their rights to speak or vote at it.

(4) In determining attendan [redacted], it is immaterial whether any two or more members attendin [redacted] e as each other.

(5) Two or more persons w [redacted] place as each other attend a general meeting if their circum [redacted] f they have (or were to have) rights to speak and vote at t [redacted] r would be) able to exercise them.

Quorum for general meeting [redacted]

38. No business other than [redacted] chairman of the meeting is to be transacted at a general m [redacted] tending it do not constitute a quorum.

Chairing general meetings

39.—(1) If the directors ha [redacted] an, the chairman shall chair general meetings if present an [redacted]

(2) If the directors have not [redacted] r if the chairman is unwilling to chair the meeting or is not pre [redacted] of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present) [redacted]

must appoint a director or sha [redacted] eting, and the appointment of the chairman of the meeting m [redacted] of the meeting.

(3) The person chairing a m [redacted] th this article is referred to as "the chairman of the meeting". [redacted]

Attendance and speaking by [redacted] **reholders**

40.—(1) Directors may atten [redacted] meetings, whether or not they are shareholders.

(2) The chairman of the mee [redacted] rsons who are not—

(a) shareholders of the compa [redacted]

(b) otherwise entitled to exerci [redacted] ders in relation to general meetings,

to attend and speak at a gener [redacted]

Adjournment

41.—(1) If the persons atten [redacted] within half an hour of the time at which the meeting was du [redacted] tute a quorum, or if during a meeting a quorum ceases to b [redacted] of the meeting must adjourn it.

(2) The chairman of the m [redacted] general meeting at which a quorum is present if—

(a) the meeting consents to an [redacted]

(b) it appears to the chairman [redacted] journment is necessary to protect the safety of any perso [redacted] or ensure that the business of the meeting is conducted in an [redacted]

(3) The chairman of the me [redacted] neral meeting if directed to do so by the meeting.

(4) When adjourning a gene [redacted] n of the meeting must—

(a) either specify the time and [redacted] rned or state that it is to continue at a time and place to [redacted] , and

(b) have regard to any directio [redacted] ce of any adjournment which have been given by the meetin [redacted]

(5) If the continuation of an [redacted] take place more than 14 days after it was adjourned, the co [redacted] 7 clear days' notice of it (that is, excluding the day of the a [redacted] e day on which the notice is given)—

(a) to the same persons to wh [redacted] 's general meetings is required to be given, and

(b) containing the same inform [redacted] s required to contain.

(6) No business may be tra [redacted] general meeting which could not properly have been trans [redacted] he adjournment had not taken place.

VOTING AT GENERAL MEET [redacted]

Voting: general

42. A resolution put to the [redacted] g must be decided on a show of hands unless a poll is duly [redacted] with the articles.

Errors and disputes

43.—(1) No objection may [redacted] tion of any person voting at a general meeting except at th [redacted] d meeting at which the vote objected to is tendered, and e [redacted] at the meeting is valid.

(2) Any such objection mus [redacted] airman of the meeting, whose decision is final.

Poll votes

44.—(1) A poll on a resoluti [redacted]

(a) in advance of the general [redacted] put to the vote, or

(b) at a general meeting, eithe [redacted] on that resolution or immediately after the result of [redacted] resolution is declared.

(2) A poll may be demanded [redacted]

(a) the chairman of the meetin [redacted]

(b) the directors;

(c) two or more persons having [redacted] resolution; or

(d) a person or persons repres[redacted] tenth of the total voting rights of all the shareholders having [redacted] solution.

(3) A demand for a poll may [redacted]

(a) the poll has not yet been ta[redacted]

(b) the chairman of the meetin[redacted] wal.

(4) Polls must be taken imm[redacted] anner as the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only [redacted] a notice in writing (a "proxy notice") which—

(a) states the name and addre[redacted] pointing the proxy;

(b) identifies the person appoi[redacted] er's proxy and the general meeting in relation to which th[redacted]

(c) is signed by or on behalf of [redacted] ng the proxy, or is authenticated in such manner [redacted] rmine; and

(d) is delivered to the company [redacted] articles and any instructions contained in the notice of the g[redacted] they relate.

(2) The company may requ[redacted] delivered in a particular form, and may specify different form[redacted]

(3) Proxy notices may spec[redacted] nted under them is to vote (or that the proxy is to abstain fro[redacted] resolutions.

(4) Unless a proxy notice in[redacted] be treated as—

(a) allowing the person appoin[redacted] scretion as to how to vote on any ancillary or procedural res[redacted] ng, and

(b) appointing that person as a[redacted] adjournment of the general meeting to which it relates as [redacted]

Delivery of proxy notices

46.—(1) A person who is e[redacted] or vote (either on a show of hands or on a poll) at a ge[redacted] so entitled in respect of that meeting or any adjournment [redacted] valid proxy notice has been delivered to the company by o[redacted].

(2) An appointment under [redacted] revoked by delivering to the company a notice in writing gi[redacted] person by whom or on whose behalf the proxy notice was gi[redacted]

(3) A notice revoking a prox[redacted] s effect if it is delivered before the start of the meeting or adj[redacted] t relates.

(4) If a proxy notice is not e[redacted] pointing the proxy, it must be accompanied by written evide[redacted] he person who executed it to execute it on the appointor's b[redacted]

Amendments to resolutions

47.—(1) An ordinary resol[redacted] a general meeting may be amended by ordinary resolutio[redacted]

(a) notice of the proposed ame [redacted] ompany in writing by a person entitled to vote at the general [redacted] e proposed not less than 48 hours before the meeting is to [redacted] time as the chairman of the meeting may determine), and [redacted]

(b) the proposed amendment [redacted] le opinion of the chairman of the meeting, materially alter th [redacted].

(2) A special resolution to b [redacted] meeting may be amended by ordinary resolution, if—

(a) the chairman of the meetin [redacted] ent at the general meeting at which the resolution is to be pr [redacted]

(b) the amendment does not g [redacted] ary to correct a grammatical or other non-substantive error [redacted]

(3) If the chairman of the [redacted] faith, wrongly decides that an amendment to a resolution is [redacted] an's error does not invalidate the vote on that resolution.

PART 5
ADMINISTRATIVE ARRAN [redacted]

Means of communication to [redacted]

48.—(1) Subject to the arti [redacted] upplied by or to the company under the articles may be se [redacted] in which the Companies Act 2006 provides for documents [redacted] authorised or required by any provision of that Act to be sent [redacted] company.

(2) Subject to the articles, [redacted] to be sent or supplied to a director in connection with the [redacted] directors may also be sent or supplied by the means by wh [redacted] ed to be sent or supplied with such notices or documents for [redacted]

(3) A director may agree wi [redacted] ces or documents sent to that director in a particular way [redacted] have been received within a specified time of their being se [redacted] time to be less than 48 hours.

Company seals

49.—(1) Any common seal [redacted] authority of the directors.

(2) The directors may decid [redacted] what form any common seal is to be used.

(3) Unless otherwise decide [redacted] company has a common seal and it is affixed to a docume [redacted] lso be signed by at least one authorised person in the prese [redacted] ests the signature.

(4) For the purposes of this [redacted] son is—

(a) any director of the compan [redacted]

(b) the company secretary (if a [redacted]

(c) any person authorised by t [redacted] se of signing documents to which the common seal is app [redacted]

No right to inspect accounts [redacted]

50. Except as provided by [redacted] the directors or an ordinary resolution of the company, n[redacted]nspect any of the company's accounting or other records or [redacted]tue of being a shareholder.

Provision for employees on [redacted]

51. The directors may de[redacted]n for the benefit of persons employed or formerly employe[redacted] of its subsidiaries (other than a director or former director o[redacted]nnection with the cessation or transfer to any person of the w[redacted]rtaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AN[redacted]

Indemnity

52.—(1) Subject to paragr[redacted]ector of the company or an associated company may be i[redacted]pany's assets against—

(a) any liability incurred by tha[redacted]ith any negligence, default, breach of duty or breach of tru[redacted]any or an associated company,

(b) any liability incurred by tha[redacted]ith the activities of the company or an associated co[redacted] trustee of an occupational pension scheme (as defined i[redacted]mpanies Act 2006),

(c) any other liability incurred b[redacted]cer of the company or an associated company.

(2) This article does not a[redacted]which would be prohibited or rendered void by any provisio[redacted]s or by any other provision of law.

(3) In this article—

(a) companies are associated [redacted]e other or both are subsidiaries of the same body [redacted]

(b) a "relevant director" means [redacted]rector of the company or an associated company.

Insurance

53.—(1) The directors may [redacted]d maintain insurance, at the expense of the company, for [redacted]ant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means [redacted]rector of the company or an associated company,

(b) a "relevant loss" means an[redacted]s been or may be incurred by a relevant director in connecti[redacted]es or powers in relation to the company, any associated com[redacted] or employees' share scheme of the company or associated [redacted]

(c) companies are associated [redacted]e other or both are subsidiaries of the same body [redacted]