



Company Number: 3418970

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

VECTURA GROUP PLC

(Adopted under the Companies Act 1985 and 2006

by special resolution passed on 22 September 2010)

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PRELIMINARY

1. Exclusion of default or model articles

No default or model articles or regulations which may apply to companies under the statutes (including, without limitation the regulations in the Companies (Tables A to F) Regulations 1985, (as amended) and the model articles in the Companies (Model Articles) Regulations 2008) shall apply to the Company.

2. Definitions and interpretation

2.1 In these articles (if not inconsistent with the subject or context):

2.1.1 the words in the first column of the table below have the meanings set out opposite to them:

these articles	these articles of association, as from time to time altered;
auditors	the auditors for the time being of the Company;
board	the board of directors for the time being of the Company or the directors present at a duly convened meeting of the directors at which a quorum is present;
Companies Acts	has the same meaning as in section 2 of the 2006 Act (as adapted or modified from time to time);
Company	Vectura Group plc;
director	a director for the time being of the Company;
employees' share scheme	employees' share scheme as defined in section 1166 of the 2006 Act;
holder	in relation to any shares, the member whose name is entered in the register as the holder of those shares;
London Stock Exchange	London Stock Exchange plc;
Listing Rules	the Listing Rules made by the Financial Services Authority under Part VI of the Financial Services and Markets Act 2000;
market nominee	a recognised clearing house or a nominee of a recognised clearing house or of a

	recognised investment exchange within the meaning of section 778 of the 2006 Act;
month	calendar month;
office	the registered office for the time being of the Company;
Official List	the official list maintained by the Financial Services Authority acting in its capacity as the competent authority under Part VI of the Financial Services and Markets Act 2000;
paid	paid or credited as paid;
parent undertaking	parent undertaking as defined in section 1162 of the 2006 Act;
register	the Company's register of members at any time when the Company has shares in issue in uncertificated form, means the Operator register of Members (maintained by CREST) and the issued register of members (maintained by the Company);
seal	any common or official seal that the Company may be permitted to have under the Statutes;
secretary	the secretary of the Company or (where there are joint secretaries) any of the joint secretaries, and includes any deputy secretary, assistant secretary and any other person appointed by the board to perform any of the duties of the secretary;
securities seal	an official seal kept by the Company by virtue of section 50 of the 2006 Act;
subsidiary undertaking	subsidiary undertaking as defined in section 1162 of the 2006 Act;
the 1985 Act	the Companies Act 1985;
the 2006 Act	the Companies Act 2006;
the Statutes	insofar as they affect the Company, the 1985 Act, the Companies Act 1989, the 2006 Act, the Uncertificated Securities Regulations and

every other act, statute, statutory instrument, regulation or order for the time being in force concerning companies;

transmission event death, bankruptcy or any other event giving rise to the transmission of a person's entitlement to a share by operation of law;

treasury share any share held by the Company for the time being as a treasury share within the meaning of section 724(5) of the 2006 Act;

Uncertificated Securities Regulations the Uncertificated Securities Regulations 2001 as amended from time to time and any Statutes which supplement or replace such Regulations;

undertaking undertaking as defined in section 1161 of the 2006 Act;

the United Kingdom Great Britain and Northern Ireland; and

year calendar year.

2.1.2 any reference to an **uncertificated share**, or to a share being held in **uncertificated form** shall (subject to regulation 42(11)(a) of the Uncertificated Securities Regulations) mean a share in the capital of the Company which is for the time being recorded on the Operator Register of Members (as defined in regulation 20(1) of the Uncertificated Securities Regulations) and any reference to a **certificated share**, or to a share being held in **certificated form**, shall mean any share other than an uncertificated share;

2.1.3 any reference to **clear days** of notice shall mean the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

2.1.4 words denoting the singular shall include the plural and vice versa, words denoting one gender shall include the other gender and words denoting persons shall be construed as including bodies corporate and unincorporated associations;

2.1.5 any other words or expressions defined in the 1985 Act, the 2006 Act or the Uncertificated Securities Regulations or, if not defined in those Acts or those Regulations, in any other Statute (in each case as in force on the date of the adoption of these articles or any part of these articles), shall bear the same meaning in these articles or that part (as the case may be) except that the word company includes any body corporate;

- 2.1.6 subject to article 2.1.5, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- 2.1.7 Any reference to:
- 2.1.8.1 a **document** includes, unless otherwise specified, any document sent or supplied in electronic form;
 - 2.1.8.2 "**electronic form**" and "**electronic copy**" have the same meanings as in section 1168 of the 2006 Act;
 - 2.1.8.3 "**electronic means**" has the same meaning as in section 1168 of the 2006 Act;
 - 2.1.8.4 a document being **executed** includes references to it being executed under hand or seal or, in the case of a document in electronic form, by electronic signature or such other means of verifying the authenticity of the communication that the board may from time to time approve;
 - 2.1.8.5 "**hard copy form**" and "**hard copy**" have the same meaning as in section 1168 of the 2006 Act;
 - 2.1.8.6 **an instrument** means a written document in hard copy form;
 - 2.1.8.7 **in writing** and **written** means the representation or reproduction of words, symbols or other information in visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
 - 2.1.8.8 **address** includes in relation to documents or information sent by electronic means, any number or address used for the purpose of sending or receiving information by electronic means and, for the avoidance of doubt, includes in the case of any Uncertificated Proxy Instruction permitted by these articles, an identification number of a participant in the relevant system concerned).
- 2.1.8 references to a **meeting** shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person;
- 2.1.9 powers of delegation shall have the widest interpretation and: (a) the word **board** in the context of the exercise of any power includes any committee consisting of one or more directors, any director holding executive office and any local or divisional board, manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated; (b) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and (c) except where expressly provided by the terms of delegation, the

delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power;

2.1.10 in relation to a share, any reference to a **relevant system** is a reference to the relevant system in which that share is a participating security.

2.2 A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under these articles;

2.3 Headings are inserted for convenience only and shall not affect construction of these articles.

LIABILITY OF MEMBERS

3. Liability of Members

The liability of the Members is limited to the amount, if any, unpaid on the shares held by them.

SHARE CAPITAL

4. Redeemable reference shares

Except as expressly provided below, the redeemable preference shares shall rank *pari passu* in all respects with all other shares in the capital of the Company. The redeemable preference shares shall have the rights set out below:

4.1 Income and capital

4.1.1 the redeemable preference shares shall not confer any right to dividends or other distributions;

4.1.2 on a return of capital on liquidation or otherwise, the assets of the Company available for distribution amongst the members shall be applied first in repaying in full to the holders of the redeemable preference shares the amounts paid up or credited as paid up in respect of such shares;

4.1.3 except as specified above, the redeemable preference shares shall not carry any right to participate in the profits or assets of the Company.

4.2 Redemption

4.2.1 subject to the Statutes, the Company shall redeem all (but not some only) of the redeemable preference shares on the date that the Company shall specify by notice in writing to the holders of the redeemable preference shares;

4.2.2 on the date specified for redemption the Company shall pay to each registered holder of redeemable preference shares the amount payable in respect of such redemption and upon receipt of that amount each such holder shall surrender to

the Company the certificate for his redeemable preference shares in order that it may be cancelled;

- 4.2.3 the price per share payable by the Company to the holders of the redeemable preference shares on their redemption shall be the amount paid up or credited as paid up on each such share.

4.3 **Voting**

The redeemable preference shares shall carry the right to receive notice of and attend general meetings of the Company but shall not carry any right to vote at general meetings of the Company

4.4 **Transfers**

For the purposes of the transfer provisions in articles 13, 14, 15 and 16 the redeemable preference shares shall be treated as though they were shares save that the price per share at which each share is transferred shall not exceed the amount paid up or credited as paid up on that share.

5. **Power to issue different class of shares**

- 5.1 Subject to the Statutes and without prejudice to any rights attached to any existing shares the Company may issue shares with such rights or restrictions as the Company may provide by ordinary resolution (or, if no such resolution is in effect or so far as it does not make specific provision, as the board may decide).
- 5.2 Subject to the Statutes, the Company may issue shares on the terms that they are, or are liable, to be redeemed at the option of the Company or the holder. The board may determine the terms, conditions and manner of redemption of shares provided that it does so before the shares are allotted.

6. **Uncertificated shares**

- 6.1 Subject to the Statutes, the board may permit any class or classes of shares to be held and transferred in uncertificated form by means of a relevant system and may determine that any class of shares shall cease to be held and transferred in this way.
- 6.2 In relation to any share which is for the time being held in uncertificated form:
 - 6.2.1 the Company may utilise the relevant system in which it is held to the fullest extent possible from time to time in the exercise of any of its powers or functions under the Statutes or these articles or otherwise in effecting any actions and the board may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected;
 - 6.2.2 any provision in these articles which is inconsistent with:

- 6.2.2.1.1 the holding of and transfer of title to that share in uncertificated form by means of a relevant system;
- 6.2.2.1.2 the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system; or
- 6.2.2.1.3 any other provisions of the Statutes relating to the shares held in uncertificated form,

shall not apply.

6.3 Where any share is for the time being held in uncertificated form and the Company is entitled under the Statutes or these articles to sell, transfer or otherwise dispose of, reallocate, accept the surrender of, forfeit, or enforce a lien over that share, the Company shall be entitled, subject to the Statutes, these articles and the facilities and requirements of the relevant system:

- 6.3.1 to require the holder of that share by notice to convert that share into certificated form within the period specified in the notice and to hold that share in certificated form so long as required by the Company;
- 6.3.2 to require the Operator to convert that share into certificated form in accordance with regulation 32(2)(c) of the Uncertificated Securities Regulations;
- 6.3.3 to require the holder of that share by notice to give any instructions necessary to transfer title to that share by means of the relevant system within the period specified in the notice;
- 6.3.4 to require the holder of that share by notice to appoint any person to take any step, including without limitation the giving of any instructions by means of the relevant system, necessary to transfer that share within the period specified in the notice; and
- 6.3.5 to take any other action that the board considers necessary or expedient to achieve the sale, transfer, disposal, reallocation, forfeiture or surrender of that share or otherwise to enforce a lien in respect of that share.

6.4 Subject to the Statutes, for the purpose of effecting any action by the Company, the board may determine that shares held by a person in uncertificated form shall be treated as a separate holding from shares held by that person in certificated form.

ALLOTMENT AND ALTERATION OF CAPITAL

7. Allotment

Subject to the Statutes relating to authority, pre-emption rights and otherwise, these articles and any resolution of the Company the board may allot (with or without conferring a right of renunciation), grant options over or otherwise deal with or dispose of shares in

the capital of the Company to such persons, at such times and on such terms as the board may decide.

8. Commissions

The Company may exercise all powers of paying commission and brokerage conferred by the Statutes or otherwise vested in the Company. Any such commission may be paid in cash or in fully or partly paid shares of the Company, or partly in one way and partly in another.

9. Renunciation

The board may at any time after the allotment of any share but before any person has been entered in the register as the holder, recognise a renunciation of that share by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the board may think fit.

10. Creation, consolidation, sub-division and conversion of shares

10.1 All new shares created by any increase in the Company's share capital, any sub-division or consolidation and division of its share capital or any conversion of stock into paid up shares shall be subject to the provisions of the Statutes and of these articles including those relating to payment of calls, lien, transfer, transmission and forfeiture. Such new shares shall be unclassified unless otherwise provided by these articles, by the resolution creating the shares or by the terms of allotment of the shares.

10.2 If as a result of a consolidation or sub-division of shares any members would become entitled to fractions of a share, the board may on behalf of those members deal with the fractions as they think fit. In particular, without limitation, the board may aggregate and sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members (except that any proceeds in respect of any holding less than a sum fixed by the board may be retained for the benefit of the Company). For the purposes of any such sale, the board may appoint some person to transfer the shares to, or in accordance with the directions of, the buyer. The buyer shall not be bound to see to the application of the purchase money and his title to the shares shall not be affected by any irregularity in, or invalidity of, the proceedings in relation to the sale.

11. Interests and trusts

Except as required by law no person shall be recognised by the Company as holding any share upon any trust. Except as otherwise provided by these articles, or by law, the Company shall not be bound by or compelled in any way to recognise (even when having notice of it) any equitable, contingent, future or partial interest in any share, any interest in any fractional part of a share, or any other right in respect of any share, except an

absolute right of the registered holder to the entirety of a share and all rights attaching to it.

12. **Variation of class rights**

12.1 Whenever the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated in such manner as those rights may provide for or (if no such provision is made) either with:

12.1.1 the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class (excluding any treasury shares) and such consent shall be by one or more instruments or contained in one or more documents in electronic form sent to such address (if any) for the time being notified by or on behalf of the Company for that purpose or a combination of both; or

12.1.2 with the authority of a special resolution passed at a separate general meeting of the holders of the shares of the class

(but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up.

12.2 All the provisions of these articles relating to general meetings of the Company and to the proceedings at those meetings shall apply, mutatis mutandis, to every such separate general meeting of the holders of a class of shares held in connection with the variation or abrogation of rights attached to those shares, except that:

12.2.1 the quorum at any such meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (excluding any treasury shares) or for any adjourned meeting any one holder of shares of the class present in person or by proxy;

12.2.2 for the purpose of article 12.2.1 any person present by proxy is treated as holding or representing only those shares in respect of which the proxy is authorised to exercise voting rights;

12.2.3 any holder of shares of the class present in person or by proxy and entitled to vote (other than the Company as holder of any treasury shares) may demand a poll; and

12.2.4 every such holder shall on a poll have one vote for every share of the class held by him (subject to any special rights or restrictions attaching to the class).

12.3 Article 12.1 shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed separate classes.

- 12.4 Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by the creation or issue of further shares ranking equally with, or behind, that class of shares or by the purchase or redemption by the Company of any of its own shares or the Company permitting the holding and transfer of that or any other class of shares in uncertificated form by means of a relevant system.

TRANSFER OF SHARES

13. Form of transfers

- 13.1 Subject to the restrictions in these articles, a member may transfer all or any of his shares in any manner which is permitted by the Statutes and is from time to time approved by the board.
- 13.2 All transfers of uncertificated shares shall be effected in accordance with the Statutes and the facilities and requirements of the relevant system and otherwise in accordance with any arrangements made by the directors under article 6.
- 13.3 All transfers of certificated shares shall be effected by instrument in any usual or common form, or in any other form acceptable to the board. The instrument of transfer shall be executed by or on behalf of, the transferor and (except in the case of fully paid shares) by or on behalf of the transferee.

14. Refusal to register a transfer

- 14.1 The board may refuse to register any transfer of a certificated share which is not a fully paid share provided that in the case of any class of shares which is listed on the Official List the refusal would not prevent the share from continuing to be Listed under the Listing Rules. The Operator of the relevant system may also refuse to register any transfer of an uncertificated share in the circumstances set out in the Uncertificated Securities Regulations.
- 14.2 The board may also refuse to register the transfer of a certificated share unless the instrument of transfer:
- 14.2.1 is in respect of only one class of share;
 - 14.2.2 is duly stamped (if stampable), or adjudged or certified as not chargeable to stamp duty, and is deposited at the office, or at such other place as the board may from time to time determine; and
 - 14.2.3 (except where the shares are registered in the name of a market nominee and no certificate has been issued for them) is accompanied by the relevant share certificate(s) and such other evidence in such form as the board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

15. **Retention of transfers**

All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the board refuse to register shall (except in any case where fraud or any other crime involving dishonesty is suspected) be returned to the person lodging it.

16. **Further provisions relating to transfers**

16.1 No fee will be charged by the Company for the registration of any instrument of transfer or other document or instruction relating to or affecting the title to any shares or otherwise for making any entry in the register affecting the title to any shares.

16.2 The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register in respect of them.

16.3 Nothing in these articles shall preclude the board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

16.4 Unless otherwise agreed by the board in any particular case, the maximum number of persons that may be entered on the register as joint holders of a share is four.

DESTRUCTION OF DOCUMENTS

17. **Destruction of documents**

17.1 Subject to compliance with any requirements of the Uncertificated Securities Regulations in the case of uncertificated shares, the Company may destroy:

17.1.1 all share certificates which have been cancelled at any time after the expiration of one year from the date of such cancellation;

17.1.2 all notifications of change of name and address and all dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of two years from the date of the recording of them or, as the case may be, the date of such cancellation or cessation;

17.1.3 all instruments of transfer of shares and all other documents representing or purporting to represent the right to be registered as the holder of shares on the basis of which entries have been made in the register at any time after the expiration of six years from the date of the entry on the register;

17.1.4 all paid dividend warrants and cheques at any time after the expiration of two years from the date of actual payment;

17.1.5 all appointments (or records of appointment) of proxy which have been used for the purpose of a poll at any time after the expiration of one year from the date of use;

17.1.6 all appointments (or records of appointment) of proxy which have not been used for the purpose of a poll at any time after one month from the end of the meeting to which the appointment of proxy relates and at which no poll was demanded.

17.2 It shall conclusively be presumed in favour of the Company that:

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

17.2.2 every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

17.2.3 every share certificate so destroyed was a valid certificate duly and properly cancelled;

17.2.4 every paid dividend warrant and cheque so destroyed was duly paid; and

17.2.5 every other document mentioned in article 17.1 so destroyed was a valid and effective document in accordance with the recorded particulars of it in the books or records of the Company,

provided that this article shall apply only to the destruction of a document in good faith and without express notice of any claim (regardless of the parties to it) to which the document might be relevant.

17.3 Nothing in this article shall be construed as imposing upon the Company or the board any liability in respect of the destruction of any such document earlier than stated in article 17.1, or in any other circumstances, which would not attach to the Company or the board in the absence of this article.

17.4 References in this article to the destruction of any document include references to its disposal in any manner.

TRANSMISSION OF SHARES

18. Transmission

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

19. Election of persons entitled by transmission

19.1 Any person becoming entitled to a share in consequence of a transmission event may, on producing such evidence in such form as may be required by the board (and subject to

the following provisions of this article), elect either to be registered as the holder of the share or to have another person nominated by him registered as the holder of the share.

- 19.2 If a person becoming entitled by transmission to a share elects to be registered as the holder he shall give notice to the Company to that effect. If he elects to have another person registered and the share is a certificated share, he shall execute an instrument of transfer of the share to that person. If he elects to have himself or another person registered and the share is an uncertificated share, he shall take any action the board may require (including without limitation the execution of any document and the giving of any instruction by means of a relevant system) to enable himself or that person to be registered as the holder of the share.
- 19.3 All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall apply to any such notice or transfer or other action as if it were a transfer effected by the person from whom the title by transmission is derived and as if the transmission event had not occurred.

20. **Rights of persons entitled by transmission**

- 20.1 Save as otherwise provided by or in accordance with these articles, a person becoming entitled to a registered share in consequence of a transmission event (upon supplying to the Company such evidence in such form as the board may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the holder of the share. That person may give a discharge for all dividends and other monies payable in respect of the share, but he shall not, before being registered as the holder of the share, be entitled to attend or vote at meetings of the Company or to exercise any other rights or privileges of a member in relation to meetings of the Company, unless and until he shall have become a member in respect of the share.
- 20.2 The board may at any time give notice requiring a person becoming entitled to a share on a transmission event to elect to be registered himself or to transfer the share and, if the notice is not complied with within 60 days, the board may withhold payment of all dividends and other monies payable in respect of the share until the requirements of the notice have been complied with.

NON-DISCLOSURE OF INTERESTS IN SHARES

21. **Disenfranchisement**

- 21.1 If the holder of, or any other person appearing to be interested in, any share has been given notice under section 793 of the 2006 Act (a **section 793 notice**) and the holder or other such person has failed in relation to that share (the **default share**) to give the Company the information required by that notice or has made a statement which is false or inadequate in any material particular within a period of 14 days from the date of service of the notice, the Company may give the holder of those shares a further notice (a "**restriction notice**") that the restrictions referred to below shall apply (provided that the board may waive those restrictions in whole or in part at any time).

21.2 If, while any of the restrictions referred to below apply to a share, another share is allotted in right of it (or in right of any share to which this article applies), the same restrictions shall apply to that other share as if it were a default share.

21.3 The restrictions referred to above are as follows:

21.3.1 the holder of the default shares shall not be entitled in respect of those shares to attend or vote (whether in person or by proxy) at any general meeting or at any separate meeting of the holders of that class of shares or on a poll or to exercise any other right conferred by membership in relation to general meetings;

21.3.2 in addition, where the default shares in which any one person is interested or appears to the Company to be interested represent 0.25 per cent or more in nominal value of the issued shares of their class (excluding any treasury shares):

21.3.2.1 any dividend or other money which would otherwise be payable in respect of the default shares shall be retained by the Company without any liability to pay interest on it when such dividend or other money is finally paid to the member and the member shall not be entitled to receive shares in lieu of any dividend;

21.3.2.2 no transfer of any shares held by the member shall be registered unless: (a) the holder is not himself in default as regards supplying the information required and the holder provides evidence to the satisfaction of the board that no person in default as regards supplying such information is interested in any of the shares which are the subject of the transfer, or (b) the transfer is an approved transfer, or (c) registration of the transfer is required by the Uncertificated Securities Regulations.

21.4 For the purposes of this article:

21.4.1 a person other than the member holding a share shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained under any section 793 notice and any other relevant information) knows or has reasonable cause to believe that the person is, or may be, so interested;

21.4.2 an approved transfer in relation to any shares is a transfer under:

21.4.2.1 a takeover offer (within the meaning of section 974(1) to (3) of the 2006 Act) which relates to the share; or

21.4.2.2 a sale made through a market of a recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other stock exchange or market outside the United Kingdom on which shares of that class are normally traded; or

21.4.2.3 a bona fide sale of the whole of the beneficial interest in the shares to a person whom the board is satisfied is unconnected with the member or with any other person appearing to be interested in the share.

21.4.3 the percentage of issued shares of a class represented by a particular holding shall be calculated by reference to the shares in issue (excluding any treasury shares) at the time that the restriction notice is served.

22. Service of notices on non-members

If a section 793 notice is given by the Company to a person appearing to be interested in any share, a copy of the notice shall be given to the holder at the same time, but the failure or omission to do so, or the non-receipt by that person of the copy, shall not prejudice the operation of this article.

23. Cessation of disenfranchisement

23.1 The sanctions under article 21 shall have effect for the period determined by the board, which period shall expire on the date being not more than seven days after the earlier of:

23.1.1 the Company being notified that the default shares have been transferred under an approved transfer or otherwise in accordance with article 21.3.2.2; or

23.1.2 the information required by the restriction notice has been received in writing by the Company to the satisfaction of the board at the address supplied by the Company in the restriction notice or otherwise expressly supplied by the Company for the purpose of receiving such information.

23.2 If any dividend or other distribution is withheld under article 21.3.2.1 above, the member shall be entitled to receive it as soon as practicable after the sanction ceases to apply.

24. Conversion of uncertificated shares

The Company may exercise any of its powers under article 6.3 in respect of any default share that is held in uncertificated form.

25. Sections 794 and 795 of the 2006 Act

The provisions of articles 21 to 24 are without prejudice to the provisions of sections 794 and 795 of the 2006 Act, and in particular the Company may apply to the Court under section 794(1) of the 2006 Act whether or not these provisions apply or have been applied.

GENERAL MEETINGS

26. Convening general meetings

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

28.5 Each person present at each meeting place shall be counted in the quorum for, and be entitled to vote at, the general meeting if they would be so entitled were the meeting to be held in one place.

29. **Other arrangements for viewing/hearing proceedings**

The board may make arrangements for persons entitled to attend a general meeting or an adjourned general meeting to be able to view and hear the proceedings of, and to speak at, that meeting (in the manner set out in article 28) from a location which is not classified as a meeting place. The persons attending at any such location shall not be regarded as present at the general meeting or adjourned general meeting and shall not be entitled to vote at the meeting. The inability for any reason of any person present at such a location to view or hear all or any of the proceedings of, or to speak at, the meeting shall not affect the validity of the proceedings of the meeting.

30. **Arrangements regarding level of attendance**

The board may from time to time make such arrangements for limiting the level of attendance at any location for which arrangements have been made under articles 28 and 29 as it considers appropriate. These arrangements may include the issue of tickets (on a basis intended to afford all members and proxies entitled to attend the meeting an equal opportunity of being admitted to any specific venue) or the imposition of some random means of selection for admission to that venue. In this case, the arrangements must allow any members and proxies excluded from attendance at the principal venue to attend at one of the other venues.

31. **Change in place and/or time of meeting**

31.1 If, after the giving of notice of a meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the board decides that it is impracticable or unreasonable for reasons beyond its control to hold the meeting at the declared place (or any of the declared places, in the case of a meeting to which article 28 applies) and/or time, it may change the place (or as appropriate any of the places) and/or postpone the time at which the meeting is to be held.

31.2 If such a decision is made, the board may then change the place (or as appropriate any of the places) and/or postpone the time again if they decide that it is reasonable to do so.

31.3 In either case:

31.3.1 no new notice of the meeting need be given, but the board shall, if practicable, advertise the new place, date and/or time of the meeting in at least one leading national daily newspaper and shall make arrangements for notices of the change of place and/or postponement to appear at the original place and/or at the original time; and

31.3.2 notwithstanding article 52, an appointment of proxy in relation to the meeting may be delivered or received in any manner permitted by article 52.1.1 or 52.1.2 at any

time not less than 48 hours before any new time fixed for holding the meeting. In calculating the 48 hour period, the board may decide not to take account of any part of a day that is not a working day.

32. Security

The board and, at any general meeting, the chairman may make any arrangement and impose any requirement or restriction it or he considers appropriate to ensure the security of a meeting including, without limitation, requirements for evidence of identity to be produced by any person attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place. A director or the secretary may refuse entry to a person who refuses to comply with these arrangements, requirements or restrictions. They may also arrange for persons to be removed from a meeting.

NOTICE OF GENERAL MEETINGS

33. Recipients of notice

Notice of a general meeting shall be given to all members (other than the Company as holder of treasury shares and any member who, under these articles or the terms of issue of the shares they hold, is not entitled to receive such notice from the Company), and to each of the directors and to the auditors.

34. Period of notice

Save as permitted or provided by the Statutes, a general meeting must be called by notice of at least 21 clear days in the case of an annual general meeting and of at least 14 clear days in the case of any other general meeting.

35. Receipt of Notice

- 35.1 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any person entitled to receive such notice, shall not invalidate the proceedings at any general meeting. In cases where appointments of proxy are sent out with notices, the accidental omission to send such appointments of proxy to, or the non-receipt of such appointments of proxy by, any person entitled to receive notice shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

36. Quorum

- 36.1 No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and during the transaction of business. The quorum for general meetings is as provided under the Statutes save that no person shall qualify as a "qualifying person" for the purposes of section 318 of the 2006 Act if that person is not entitled to vote on the business to be transacted at the meeting.

36.2 If within 15 minutes from the time fixed for a general meeting (or such longer time as the chairman of the meeting may think fit to allow) a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the request of members, shall be dissolved. In any other case, subject to the Statutes, the meeting shall stand adjourned to such day, place and time as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the chairman may determine.

36.3 If at such adjourned meeting a quorum is not present within 15 minutes from the time fixed for holding the meeting, the meeting shall be dissolved.

37. **Chairman**

37.1 The chairman of the board (if any), failing whom a deputy chairman (if any), shall preside as chairman at a general meeting. If there is no such chairman or deputy chairman or if at any meeting neither is present and willing to act within 15 minutes after the time fixed for holding the meeting, the directors present shall choose one of their number (or, if no director is present and willing to act, the members present in person or by proxy and entitled to vote shall choose one of their number) to be chairman of the meeting.

37.2 Subject to the Statutes, the chairman of the meeting can take any action he considers appropriate for the proper and orderly conduct of the business to be carried out at the general meeting. The chairman's decision on a matter of procedure or arising incidentally from the business of the meeting (including whether or not a matter falls in these categories) shall be final.

38. **Adjournments**

38.1 The chairman of any general meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or for an indefinite period) and from place to place. However, no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

38.2 In addition, the chairman may without such consent adjourn the meeting to another time and/or place if in his opinion:

38.2.1 it is or is likely to be impracticable to hold or continue the meeting because of the number of members wishing to attend;

38.2.2 the conduct of any persons attending the meeting prevents or is likely to prevent the orderly conduct of the business of the meeting;

38.2.3 an adjournment is necessary to protect the safety of any person attending the meeting;

38.2.4 (where a general meeting is being held at more than one place) the facilities at any such place have become inadequate for the purposes referred to in article 28.2; or

41.5 With the consent of the chairman, a person who proposes an amendment to a resolution may withdraw it before it is put to the vote.

42. Methods of voting and demand for a poll

42.1 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 taken on it in accordance with these articles.

42.2 A poll on a resolution may be demanded:

42.2.1 in advance of a meeting where it is to be put to the vote; or

42.2.2 at the meeting either before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

42.3 A poll may be demanded by:

42.3.1 the chairman of the meeting;

42.3.2 not less than five members present in person or by proxy having the right to vote on the resolution;

42.3.3 one or more members present in person or by proxy representing in aggregate not less than ten per cent of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any share in the Company held as a treasury share); or

42.3.4 one or more members present in person or by proxy holding shares in the Company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right (excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares).

42.4 The appointment of a proxy to vote on a matter gives the proxy the authority to demand or join in demanding a poll on that matter. In applying the provisions of this article, a demand by a proxy counts for the purposes of article 42.3.2 as a demand by the member; for the purposes of article 42.3.3 as a demand by a member representing the voting rights that the proxy is authorised to exercise; and for the purposes of article 42.3.4 as a demand by a member holding the shares to which those rights are attached.

43. Conduct of poll and declaration of result

43.1 If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. A demand for a poll may be withdrawn with the consent of the chairman at any time before the poll is taken.