

Company Number 2366777

THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES
OF ASSOCIATION
OF

DWR CYMRU CYFYNGEDIG

(Adopted with effect on 31 March 2006
Articles of Association amended on
3 December 2020)

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DWR CYMRU CYFYNGEDIG

(Adopted with effect on 31 March 2006)

- 1 The name of the Company is "**DWR CYMRU CYFYNGEDIG**"
- 2 The registered office of the Company will be situate in Wales
- 3 The objects for which the Company is established are
 - (a) Either itself or through any subsidiary undertaking or undertakings to
 - (i) carry on the business of a water undertaker ("**Water Undertaker**") pursuant to an appointment made under the Water Industry Act 1991 or any statutory modification or re-enactment thereof for the time being in force ("**the Act**") including but not limited to, whether by procurement from third parties or otherwise, the provision, operation, development, maintenance, improvement and extension of a system of water supply, the abstraction, collection, storage, treatment, distribution and supply of water, and the provision, operation, maintenance, improvement and extension of water mains and other pipes,
 - (ii) carry on the business of a sewerage undertaker under the Act ("**Sewerage Undertaker**") including but not limited to, whether by procurement from third parties or otherwise, the provision, operation, development, maintenance, improvement and extension of a system of public sewers, the removal, treatment and disposal of waste, sewage, sludge and other effluent, and the provision, operation, emptying, cleansing, maintenance, improvement and extension of sewers and drains, and
 - (iii) in respect of the activities described in sub-paragraphs (i) and (ii), do anything which a Water Undertaker or Sewerage Undertaker is empowered or required to do under the Act, or any other enactment, or which is, or is considered by the Directors to be, expedient for such an undertaker to do or which, in the opinion of the Directors, may facilitate or be conducive to or further or supplement the performance or carrying on of any of the functions or activities of such an undertaker

- (b) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Company or any subsidiary undertaking is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, or body
- (c) To further all or any of the objects of the Company directly or indirectly through subsidiary undertakings and to establish or promote, or participate in establishing or promoting, any subsidiary undertaking, company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire or hold securities of any company, fund or trust, in each case whether or not such subsidiary undertaking, company, fund or trust has or promotes, or carries on activities falling within, the objects of the Company or objects similar thereto
- (d) To make and carry into effect such agreements or arrangements with Governments, authorities and other persons as may appear conducive to the furtherance of any of the objects of the Company or any subsidiary undertaking
- (e) To make suitable arrangements for the administration of the Company or any subsidiary undertaking and the carrying out of its objects and for this purpose to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Company or of any subsidiary undertaking or to benefit its employees or former employees, and which may be connected with any town or place where the Company or any subsidiary undertaking carries on its business, to give or procure the giving of pensions or other superannuation benefits, emoluments, gratuities or charitable aid to any persons who may have been employed by or may have served the Company or any subsidiary undertaking, or any Director or former Director of the Company or of any subsidiary undertaking (whether or not such Director or former Director has held any salaried office or place of profit with the Company or any subsidiary undertaking) or any individuals who are or were at any time members, or eligible to be members, of a scheme established or designated under Section 27 of the Water Act 1973 or contained in or governed by regulations under Section 7 or Section 12 of the Superannuation Act 1972 or the spouses, children or other relatives or dependants of such persons, to make payment for or towards insurance for their benefit, to form, manage, maintain or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, and of their spouses, children, other relatives and dependants
- (f) 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 subsidiary undertaking, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any 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 duties and/or in the

exercise or purported exercise of their powers and/or otherwise in relation to the Company or 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

- (g) To raise or borrow money for the purposes of the Company or any subsidiary undertaking on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of and security for all or any of the liabilities of the Company or any subsidiary undertaking
- (h) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Company or any subsidiary undertaking and to act as trustees or managers thereof
- (i) To enter into such agreements or arrangements of whatever nature with organisations having objects similar to those of the Company or any subsidiary undertaking as may be calculated to further the objects of the Company or any subsidiary undertaking
- (j) To make grants or donations or loans to or to amalgamate or affiliate with any company or body which has objects similar to the objects of the Company or any subsidiary undertaking as may be calculated to further the objects of the Company or any subsidiary undertaking
- (k) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the business of the Company or any subsidiary undertaking
- (l) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company or any subsidiary undertaking may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company or any subsidiary undertaking
- (m) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company or any subsidiary undertaking as may be thought expedient with a view to the furtherance of its objects
- (n) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Company or any subsidiary undertaking through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake
- (o) To invest the moneys of the Company or any subsidiary undertaking not immediately required for its purposes in or upon such investments, securities or property as may be thought fit
- (p) To lend or advance money to any person or persons on such terms as to repayment, interest and security, or otherwise, as the Board may decide, and to give guarantees, indemnities or provide security in respect of the fulfilment of any contracts or obligations of, and to become surety for or otherwise financially aid, any person or persons as the Board may decide

- (q) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (r) To conduct, promote and commission research and development in connection with the activities of the Company and its subsidiaries, to establish and maintain research stations, laboratories, workshops, testing and proving grounds, facilities and establishments and installations and to exploit and turn to account the results of any research and development carried out by or for it
- (s) To apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, know-how, formulae, licences, concessions and the like (and any interest in any of them) or any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or secret process of any kind and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account or deal with, the property, rights or information so acquired
- (t) To subscribe or guarantee money for any national, regional, charitable, benevolent or public purpose which may be considered likely directly or indirectly to further the interests of the Company
- (u) To do all or any of the above things as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (v) To do all such lawful things as may be considered to be incidental or conducive to the attainment of the above objects or any of them

AND IT IS HEREBY DECLARED that in this Clause

- (i) unless the context otherwise requires words in the singular include the plural and vice versa,
- (ii) unless the context otherwise requires a reference to a person includes a reference to a company and a reference to a person or company includes a reference to a firm, partnership, corporation, government or other authority (municipal, local or otherwise), undertaking, organisation, association, statutory, public or other body and any other legal entity, whether resident, domiciled or situated (in any such case) in the United Kingdom or elsewhere,
- (iii) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible,
- (iv) the words "subsidiary" (except in paragraph (v) below) and "holding company" have the same meaning as in Section 736 of the Companies Act 1985 or any statutory modification or re-enactment of it, and
- (v) the objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of

the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph

- 4 The income and property of the Company, whenever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Members of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Company

- 5 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object to be so determined

- 6 No addition, alterations or amendment shall be made to Clause 4 or Clause 5 or to this Clause 6

- 7 The liability of the Members is limited

- 8 The Company's share capital is £501,050,000 divided into 501,050,000 Ordinary Shares of £1 each

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and we agree to take the share shown opposite our name

Names and Addresses of Subscribers	Number of Shares taken
---	-------------------------------

Signed Jacqueline Samuels For and on behalf of Legibus Secretaries Limited Royex House Aldermanbury Square London EC2V 7LD	One
--	-----

Signed Christine Anne Lee Royex House Aldermanbury Square London EC2V 7LD	One
--	-----

Total Shares taken	Two
--------------------	-----

Dated 16 March 1989

Witness to all the above signatures

Denise Ward
Royex House
Aldermanbury Square
London
EC2V 7LD

ARTICLES OF ASSOCIATION
of
DWR CYMRU CYFYNGEDIG
(Articles adopted with effect on 31 March 2006
and amended on 3 December 2020)

Interpretation

1 Preliminary

The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the same Table A unless otherwise stated.

2 Definitions

In these Articles unless the context otherwise requires

“**clear days**” in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect,

“**Employee**” means an employee of the Company or any of its subsidiaries,

“**Executive Director**” means a Director appointed to hold any employment or executive office within the Company (including that of a chief executive or a managing director) pursuant to Article 48,

“**Listing Rules**” means the Listing Rules of the Financial Services Authority acting in its capacity as a competent authority under the Financial Services Act 1986, as the same may be amended from time to time,

“**Member**” means a member of the Company,

“**Non-Executive Director**” means a Director, other than an Executive Director,

“**Relevant Transaction**” means any transaction involving the acquisition or disposal of property by the Company which is classified as Class 1 under the provisions of the Listing Rules,

“**seal**” means any common or official seal that the Company may be permitted to have under the Companies Acts,

“**these Articles**” means these articles of association as altered from time to time by special resolution and the expression “**this Article**” shall be construed accordingly,

“**the Auditors**” means the auditors for the time being of the Company or, in the case of joint auditors, any one of them,

“**the Board**” means the board of Directors from time to time of the Company or the Directors present at a meeting of the Directors at which a quorum is present,

"the Companies Acts" means every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies in so far as it applies to the Company,

"the Office" means the registered office from time to time of the Company,

"the Secretary" means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the Company and (except in Article 71) includes an assistant or deputy secretary and any person appointed by the Board to perform any of the duties of the secretary,

"United Kingdom" means Great Britain and Northern Ireland,

references to a document being executed include references to its being executed under hand or under seal or by any other method,

references to writing include references to any method of representing or reproducing words in a legible and non-transitory form including (but only to the extent that the recipient (if not the Company) has requested or agreed) electronic communication,

the expressions "communication" and "electronic communication" shall have the same respective meanings as in the Electronic Communications Act 2000, the latter including, without limitation, e-mail, facsimile, CD-Rom, audio tape and telephone transmission and (in the case of electronic communication by the Company in accordance with Article 81) publication on a web site,

the expression "address" shall include, in relation to electronic communication, any number or address used for the purpose of such communication, and

words or expressions to which a particular meaning is given by the Companies Acts in force when these Articles or any part of these Articles are adopted bear the same meaning in these Articles or that part (as the case may be) save that the word "company" shall include anybody corporate

Headings and notes are included only for convenience and shall not affect meaning

2A Purpose

The purpose of the Company is to provide high quality and better value drinking water and environmental services as to enhance the well-being of its customers and the communities it serves both now and for generations to come

3 Share Capital

The authorised share capital of the Company at the date of adoption of this Article is £501,050,000 divided into 501,050,000 Ordinary Shares

4 Transfer of Shares

Save in the case of the perfection or enforcement of any security interest where the Directors shall have no such discretion and shall register such transfer, the Directors may in their absolute discretion decline to register any transfer of shares without assigning any reason therefore. If the Directors refuse to register a transfer they shall notify the transferee within two months of such refusal

5 Proceedings at General Meetings

In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as so extended) shall apply *mutatis mutandis* to resolutions in writing of any class of members of the Company

6 Form of Resolution

- 6.1** Subject to the Companies Acts, where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective
- 6.2** A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting properly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more of the Members

7 Votes of Members

- 7.1** An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the date and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument may be in the form of a facsimile or other machine-made copy and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates

An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply

- 7.2** At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 shall not apply

General Meetings

8 Extraordinary General Meetings

Any general meeting of the Company other than an Annual General Meeting shall be called an Extraordinary General Meeting

9 Annual General Meetings

The Board shall convene and the Company shall hold general meetings as Annual General Meetings in accordance with the requirements of the Companies Acts

10 Convening of Extraordinary General Meetings

The Board may convene an Extraordinary General Meeting whenever it thinks fit

Notice of General Meetings

11 Length of Notice

An Annual General Meeting, and an Extraordinary General Meeting at which it is proposed to pass a special resolution or a resolution appointing a person as a Director, shall be convened by not less than twenty-one clear days' notice in writing. All other Extraordinary General Meetings shall be convened by not less than fourteen clear days' notice in writing. The notice shall specify the place, day and time of the meeting, and the general nature of the business to be transacted. Notice of every general meeting shall be given to all Members and also to the Auditors or, if more than one, each of them.

Notwithstanding that a meeting of the Company is convened by shorter notice than that specified in this Article, it shall be deemed to have been properly convened if it is so agreed.

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote at the meeting, and
- (b) in the case of any other meeting, by at least 95 per cent of the Members entitled to attend and vote at the meeting.

12 Omission or Non-Receipt of Notice

The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send an instrument of proxy to, or the non-receipt of either or both by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

13 Postponement of General Meetings

If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the general meeting to another date, time and place by giving notice of such postponement not less than three clear days before the date previously specified for that meeting. Such notice shall specify the date, time and place of the postponed meeting. Notice of the business to be transacted at such postponed meeting shall not be required.

Proceedings at General Meetings

14 Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, four Members who are not also Directors present in person or by proxy and entitled to vote shall be a quorum for all purposes.

15 Procedure if Quorum Not Present

If within fifteen minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) after the time appointed for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to such other day (being not less than three nor more than twenty-eight days later) and at such time or place as may have been specified for the purpose in the notice convening the meeting or, if convened on the requisition of Members in accordance with the Companies Acts, shall be dissolved. Where no such arrangements have been so specified, the meeting shall stand adjourned to such other day (being not less than ten nor more than twenty-eight days later) and at such time or place as the chairman of the meeting may decide and, in this case, the Company shall give not less than seven clear days' notice in writing of the adjourned meeting. At any adjourned meeting two Members (whether or not also Directors) present in person or by proxy and entitled to vote shall be a quorum.

16 Security Arrangements

The Board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to, or to authorise some one or more persons who shall include a Director or the Secretary or the chairman of the meeting to, refuse entry to, or to eject from, such general meeting any person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

17 Chairman of General Meeting

The chairman (if any) of the Board or, in his absence, the deputy chairman (if any) shall preside as chairman at every general meeting. If there is no chairman or deputy chairman, or if at any meeting neither the chairman nor any deputy chairman is present within fifteen minutes after the time appointed for the commencement of the meeting, or if neither the chairman nor any deputy chairman is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the Members present and entitled to vote shall appoint one of their number to be chairman.

18 Orderly Conduct

The chairman shall take such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature.

19 Rights to Attend and Speak

The chairman may invite any person to attend and/or speak at any general meeting of the Company whom the chairman considers to be equipped by knowledge or experience of the Company's business to assist in the deliberations of the meeting.

20 Adjournments

The chairman may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either sine die or to another time or place where it appears to him that (a) the Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting, (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business or (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted. In addition, the chairman may at any time with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting either sine die or to another time or place. When a meeting is adjourned sine die the time and place for the adjourned meeting shall be fixed by the Board. No business shall be transacted at any adjourned meeting except business which might properly have been transacted at the meeting had the adjournment not taken place.

21 Notice of Adjournment

When a meeting is adjourned for thirty days or more, or sine die, at least seven clear days' notice of the adjourned meeting shall be given. Except where these Articles otherwise require, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Amendments

22 Amendments to Resolutions

In the case of a resolution duly proposed as a special or extraordinary resolution no amendment thereto (other than an amendment to correct a patent error) may be considered or voted upon. In the case of a resolution duly proposed as an ordinary resolution no amendment thereto (other than an amendment to correct a patent error) may be considered or voted upon unless the chairman in his absolute discretion decides that it may be considered or voted upon.

23 Amendments Ruled Out of Order

If an amendment shall be proposed to any resolution under consideration but shall be ruled out of order by the chairman of the meeting the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

Voting

24 Method of Voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is properly demanded. Subject to the Companies Acts, a poll may be demanded by the chairman of the meeting, or at least three Members present in person or by proxy and entitled to vote.

The chairman shall, in any event, demand a poll on any resolution supported or proposed by the Board but which is defeated on a show of hands. Unless a poll is demanded in accordance with this Article and the demand is not withdrawn, a declaration by the

chairman that a resolution has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution

25 Procedure if Poll Demanded

If a poll is properly demanded it shall be taken in such manner as the chairman shall direct and he may appoint scrutineers who need not be Members. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

26 When Poll to Be Taken

A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or on such date (being not later than thirty days after the date of the demand) and at such time and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll

27 Continuance of Other Business after Poll Demand

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded, and it may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier, and in that event shall not invalidate the result of a show of hands declared before the demand was made

28 Votes of Members

Every Member shall have one vote

29 Votes on a Poll

On a poll votes may be given either personally or by proxy

30 Casting Vote of Chairman

In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to an additional or casting vote

31 Objections or Errors in Voting

If any objection shall be raised to the qualification of any voter, or

- (a) any votes have been counted which ought not to have been counted or which might have been rejected, or
- (b) any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless it is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the

same may have affected the decision of the meeting. The decision of the chairman on such matters shall be conclusive.

Proxies

32 Execution of Proxies

An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorised in writing. A proxy must be a Member.

33 Delivery of Proxies

The instrument appointing a proxy and (if required by the Board) any authority under which it is executed or a certified copy of the authority must be received at the Office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so received shall be invalid. When two or more valid but differing instruments of proxy are delivered in respect of the same Member for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that Member, if the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that Member. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.

34 Rights of Proxy

The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.

35 Form of Proxy

Instruments of proxy shall be in writing in any usual form or in such other form as the Board may approve and the Board may, if it thinks fit, but subject to the provisions of the Companies Acts, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall, unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

36 Cancellation of Proxy's Authority

A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or the previous death or insanity of the Member who appointed the proxy, unless notice in writing of the determination, death or insanity was received by the Company at the Office (or such other place in the United Kingdom as was specified for the delivery of instruments of proxy in the notice convening the meeting or

other accompanying document) not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded

Transactions

37 Approval for Relevant Transactions

If the Board proposes that the Company shall enter into a Relevant Transaction then the Board shall convene a general meeting at which a resolution to approve the Relevant Transaction is proposed as a special resolution. The Company cannot enter into any Relevant Transaction until such transaction has been approved by the Members in general meeting by a special resolution and the Board must procure that any agreement effecting a *Relevant Transaction of the Company is conditional upon such approval*

Appointment, Retirement and Removal of Directors

38 Number of Directors and Composition

38.1 Unless otherwise determined by ordinary resolution of the Company, the Directors shall be not less than five nor more than eleven in number

38.2 The number of Non-Executive Directors appointed to the Board shall at all times exceed the number of Executive Directors

39 Age of Directors

No person shall be disqualified from being appointed a Director, and no Director shall be required to vacate that office, by reason only of the fact that he has attained the age of seventy years or any other age nor shall it be necessary by reason of his age to give special notice under the Companies Acts of any resolution

40 Power of Company to Appoint Directors

Subject to the provisions of these Articles, the Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board. Each appointment shall be the subject of a separate resolution

41 Power of Board to Appoint Directors

Without prejudice to the power of the Company in general meeting pursuant to any of the provisions of these Articles to appoint any person to be a Director, the Board may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office only until the next following Annual General Meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at that meeting

42 Number to Retire by Rotation

At every Annual General Meeting a minimum of one-third of the current Directors shall retire from office. Where the number of Directors is not three or a number divisible by

three, the number of Directors to retire shall be the number which is nearest to and less than one third. If there are less than three Directors they shall all retire.

43 Identity of Directors to Retire

43.1 The Directors to retire by rotation will be those Directors who have been Directors longest since they were last elected. If there are Directors who were last elected on the same date, the Board can agree on who is to retire.

43.2 In addition

43.2.1 any Director who would not otherwise be required to retire by rotation at the third Annual General Meeting after his last appointment or re-appointment, and

43.2.2 any director of the age of 70 or over who would not otherwise be required to retire, must retire by rotation.

43.3 The number and identity of Directors to retire on each occasion will be determined by the composition of the Directors at the start of business on the date of the notice which convenes the Annual General Meeting. A Director will not be required to retire or be relieved from retiring because of any change in the number or identity of the Directors after that time but before the close of the meeting.

44 Power of Removal by Special Resolution

In addition to any power of removal conferred by the Companies Acts, the Company may by special resolution remove any Director before the expiration of his period of office and may (subject to these Articles) by ordinary resolution appoint another person who is willing to act to be a Director in his place. Any person so appointed shall be treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day of the last preceding Annual General Meeting of the Company (if any).

45 Persons Eligible as Directors

No person other than a Director retiring at the meeting (whether by rotation or otherwise) shall be appointed or reappointed a Director at any general meeting unless he is recommended by the Board, or not less than seven nor more than forty-two clear days before the day appointed for the meeting, notice executed by one-tenth in number of the Members qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.

46 Position of Retiring Directors

A Director who retires (whether by rotation or otherwise) at an Annual General Meeting may, if willing to continue to act, be reappointed. If he is not reappointed, he shall retain office until the end of the meeting.

47 Vacation of Office by Directors

Without prejudice to the provisions for retirement by rotation or otherwise contained in these Articles, the office of a Director shall be vacated if

- (a) he resigns his office by notice in writing delivered to the Office or tendered at a meeting of the Board, or
- (b) he is or has been suffering from mental ill health or becomes a patient for any purpose of any statute relating to mental health and the Board resolves that his office is vacated, or
- (c) he is absent without the permission of the Board from meetings of the Board for twelve consecutive months and the Board resolves that his office is vacated, or
- (d) he becomes bankrupt or compounds with his creditors generally, or
- (e) he is prohibited by law from being a Director, or
- (f) he ceases for any reason to be a Member, or
- (g) he is requested to resign in writing by not less than three-quarters of the other Directors (excluding for this purpose any Directors appointed under Article 41), or
- (h) he ceases to be a Director by virtue of the Companies Acts or is removed from office pursuant to these Articles

If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board

48 Executive Directors

The Board or any committee authorised by the Board may from time to time appoint one or more Directors as Executive Directors for such period (subject to the provisions of the Companies Acts) and upon such other terms as the Board or any committee authorised by the Board may in its discretion decide and may revoke or terminate any appointment so made. Any revocation or termination of the appointment shall be without prejudice to any claim for damages that the Director may have against the Company or the Company may have against the Director for any breach of any contract of service between him and the Company which may be involved in the revocation or termination. A Director so appointed shall receive such remuneration (whether by way of salary, commission or otherwise) as the Board or any committee authorised by the Board may decide, and either in addition to or in lieu of his remuneration as a Director

Additional Remuneration Expenses and Pensions

49 Directors' Fees

Each of the Directors shall be paid a fee at such rate as may from time to time be determined by the Board or any committee authorised by the Board

50 Additional Remuneration

Any Director who performs services which in the opinion of the Board or any committee authorised by the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission or otherwise) as the Board or any committee authorised by the Board may in its discretion decide in addition to any remuneration provided for by or pursuant to any other Article

51 Expenses

Each Director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings of the Company or any other meeting which as a Director he is entitled to attend and shall be paid all other costs and expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of his duties as a Director

52 Pensions and Gratuities for Directors

The Board or any committee authorised by the Board may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former Director. No Director or former Director shall be accountable to the Company or the Members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company

Directors' Interests

53 Permitted Interests and Voting

53.1 A Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board in respect of any contract in which he has an interest and, if he shall do so, his vote shall not be counted. This prohibition shall not apply to any resolution where that interest arises only from one or more of the following matters

53.1.1 any contract concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to Directors and employees of the Company or of any of its subsidiary undertakings and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates,

53.1.2 any contract for the benefit of employees of the Company or of any of its subsidiary undertakings under which he benefits in a similar manner to the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom the contract relates, and

53.1.3 any contract for the purchase or maintenance for any Director or Directors of insurance against any liability

53.2 A Director shall not vote on or be counted in the quorum in relation to any resolution of the Board concerning his own appointment, or the settlement or variation of its terms or its termination, as the holder of any office or place of profit with the Company or any other company in which the Company is interested. Where proposals for any such matter are under consideration in respect of two or more Directors, a separate resolution may be put in relation to each Director. In that case, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution unless it concerns his own appointment or the settlement, variation or termination of his own appointment

53.3 If any question shall arise at any meeting of the Board as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be

counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to the Director concerned shall be conclusive except in a case where the nature or extent of his interest (so far as it is known to him) has not been fairly disclosed to the Board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by a resolution of the Board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman (so far as it is known to him) has not been fairly disclosed to the Board.

- 53.4** A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.

For the purposes of this Article, a general notice to the Board by a Director to the effect that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm or (b) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

- 53.5** For the purposes of this Article

53.5.1 references to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract, and

53.5.2 an interest (whether his own or of a person connected with him) of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

- 53.6** Subject to the provisions of the Companies Acts and to the appropriate declaration being made by him pursuant to paragraph 53.4 of this Article, no Director or proposed Director shall be disqualified by his office from contracting with the Company with regard to his tenure of, or termination of, any office or place of profit with the Company or any of its subsidiary undertakings, nor shall he be required to account to the Company or the Members for any benefit realised by him pursuant to such contract.

- 53.7** A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period (subject to the provisions of the Companies Acts) and upon such other terms as the Board may decide, and may be paid such extra remuneration for so doing (whether by way of salary, commission or otherwise) as the Board or any committee authorised by the Board may decide, and either in addition to or in lieu of any remuneration provided for by or pursuant to any other Article.

- 53.8** Subject to the provisions of the Companies Acts, the Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any contract not properly authorised by reason of a contravention of this Article.

Powers and Duties of the Board

54 General Powers of Company Vested in Board

Subject to the provisions of the Companies Acts, the Memorandum of Association of the Company and these Articles and to any directions given by the Company in general meeting by special resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company whether relating to the management of the business of the Company or not

No alteration of the Memorandum of Association or these Articles and no special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this Article shall not be limited by any special power given to the Board by any other Article

55 Agents

The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of its powers, authorities and discretions (with power to sub-delegate). The Board may remove any person appointed under this Article and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation shall be affected by it. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board

56 Delegation to Individual Directors

The Board may entrust to and confer upon any Director any of its powers, authorities and discretions (with power to sub-delegate) upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, authorities and discretions and may from time to time revoke or vary all or any of them but no person dealing in good faith and without notice of the revocation or variation shall be affected by it. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board

57 Official Seals

The Company may exercise all the powers conferred by the Companies Acts with regard to having official seals, and those powers shall be vested in the Board

58 Provision for Employees

The Board may exercise any power conferred by the Companies Acts to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

59 Honorary Officers

The Board may from time to time elect Honorary Presidents or Honorary Vice-Presidents, and such other honorary officers as may be thought fit and may determine for what period any such honorary officers shall hold office

Proceedings of the Board

60 Board Meetings

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director at any time may, and the Secretary on the requisition of a Director at any time shall, summon a Board meeting

61 Notice of Board Meetings

Notice of a Board meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at an address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and if no request is made to the Board it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively

62 Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be three. Subject to the provisions of these Articles, any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present

63 Directors below Minimum through Vacancies

The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in their number but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles or is below the number fixed by or in accordance with these Articles as the quorum or there is only one continuing Director, the continuing Directors or Director may act for the purpose of filling vacancies or of summoning general meetings of the Company but not for any other purpose

64 Appointment of Chairman

The Board may appoint a Director to be the chairman or the deputy chairman of the Board, and may at any time remove him from that office. Unless he is unwilling to do so, the chairman or failing him the deputy chairman shall act as chairman at every meeting of the Board. But if no chairman or deputy chairman is appointed, or if at any meeting neither the chairman nor any deputy chairman is present within fifteen minutes after the time

appointed for holding the meeting and willing to act, the Directors present may choose one of their number to be chairman of the meeting

65 Competence of Meetings

A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board

66 Voting

Subject to any other provisions of these Articles requiring a different majority, questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote

67 Delegation to Committees

67.1 The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any committee, consisting of such person or persons (whether Directors or not) as it thinks fit. Any committee so formed may exercise its power to sub-delegate by sub-delegating to any person or persons (whether or not a member or members of the Board or of the committee)

67.2 Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board. The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board

67.3 The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board

68 Participation in Meetings by Telephone

All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. 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 then is

69 Resolution in Writing

A resolution in writing executed by all the Directors for the time being entitled to receive notice of a meeting of the Board (if that number is sufficient to constitute a quorum) or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of the committee

properly called and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the Directors or members of the committee concerned and may be in any form, including facsimile transmission.

70 Validity of Acts of Board or Committee

All acts done by the Board or by any committee or by any person acting as a Director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or committee or person so acting or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if each such member or person had been properly appointed and was qualified or entitled and had continued to be a Director or member of the committee.

Secretary

71 Appointment and Removal of the Company Secretary

Subject to the provisions of the Companies Acts, 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.

Seals

72 Use of Seals

72 1 The Board shall provide for the custody of every seal of the Company. A seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as set out in the next sentence or as otherwise provided in these Articles, any instrument to which the common seal is applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for this purpose. The Board may resolve that instruments of a type specified by the Board for the purpose and to which the Company's seal is, or is to be, applied may be signed by any one Director, the Secretary or by some other person appointed for this purpose.

72 2 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 of the Company.

Accounting Records and Summary Financial Statements

73 Records to Be Kept

The Board shall cause to be kept accounting records sufficient to show and explain the Company's transactions, and such as to disclose with reasonable accuracy at any time the financial position of the Company at that time, and which accord with the Companies Acts.

74 Inspection of Records

No Member in his capacity as such shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or by ordinary resolution of the Company

75 Summary Financial Statements

Subject to the provisions of the Companies Acts, the Company may send (if agreed to by the relevant Member, by electronic communication) summary financial statements to Members instead of copies of its full accounts and reports

76 Communications with Customers and Other Stakeholders

The Board shall ensure that at all times the Company has, and where appropriate its subsidiaries have, a written policy as regards communications with customers and other stakeholders in respect of

- (i) how the Company will report on its plans and performance in relation to matters such as levels of service, the capital investment programme and the prospects for customer bills, and
- (ii) how the Company may seek to determine the views of customers and other stakeholders and how customers and other stakeholders may communicate to the Company their views on these and other matters

Service of Notices and Other Documents

77 Service of Notices

Any notice or other document may be served on or delivered to any Member by the Company either personally or by sending it through the post addressed to the Member at his registered address or by leaving it at that address addressed to the Member or by any other means authorised in writing by the Member concerned

78 Members Resident Abroad

Any Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address but, unless he does so, shall not be entitled to receive any notice from the Company

79 When Notice Deemed Served

Any notice or other document, if sent by the Company by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post. Any notice or other document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or other document served or delivered by the Company by any other means authorised in writing by the Member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose

Any document or notice which, in accordance with these Articles, may be sent by the Company by electronic communication shall, if so sent, be deemed to be received at 9 a.m. on the day following that on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued from time to time by the Institute of Chartered Secretaries and Administrators) that an electronic communication was sent shall be conclusive evidence of such sending.

80 Notice When Post Not Available

If at any time the Company is unable effectively to convene a general meeting by notice sent through the post, a general meeting may be convened by a notice advertised in at least one newspaper with a national circulation and in that event the notice shall be deemed to have been served on all Members, and other persons who are entitled to have notice of the meeting served upon them, on the day when the advertisement has appeared (or first appeared) in at least one such paper. If at least six clear days prior to the meeting the posting of notices has again become practicable, the Company shall send confirmatory copies of the notice by post to the persons entitled to receive them.

81 Signature of Documents

Where under these Articles a document is required to be signed by a Member or other person then, if in the form of an electronic communication, it must, to be valid, incorporate the electronic signature or personal identification details (which may be details previously allocated by the Company) of that Member or other person, in such form as the Directors may approve, or be accompanied by such other evidence as the Directors may require to satisfy themselves that the document is genuine. The Company may designate mechanisms for validating any such document, and any such document not so validated by use of such mechanisms shall be deemed not to have been received by the Company.

82 Electronic Communication

82.1 Any Member may notify the Company of an address for the purpose of his receiving electronic communications from the Company, and having done so shall be deemed (unless and until he subsequently revokes that notification) to have agreed to receive by electronic communication notices and other documents from the Company of the kind to which the address relates. In addition, if a Member notifies the Company of his e-mail address, the Company may (unless and until he subsequently revokes that notification) satisfy its obligation to send him any notice or other document by

- (a) publishing such notice or other document on a web site, and
- (b) notifying him by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where the notice may be accessed, how it may be accessed and (if the notice relates to a Members' meeting) stating (i) that the notice concerns a notice of a Company meeting served in accordance with the Companies Acts, (ii) the place, date and time of the meeting and (iii) whether the meeting is to be an annual or extraordinary general meeting.

82.2 Any amendment or revocation of a notification given to the Company under this Article shall only take effect if in writing, signed by the Member and on actual receipt by the Company thereof.

82.3 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements

83 Winding-up

The provisions of Clause 8 of the Company's Memorandum of Association relating to the winding-up and dissolution of the Company shall apply and have effect as if that Clause were repeated in these Articles

84 Indemnity

84.1 Subject to the provisions of and so far as may be consistent with the Companies Acts and any other applicable law, every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court

84.2 Without prejudice to paragraph 84.1 above the Directors shall have power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director or officer of any Relevant Company (as defined in paragraph 84.3 below) or who is or was at any time a trustee of any pension fund or employees' incentive scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' incentive scheme

84.3 For the purpose of paragraph 84.2 above "**Relevant Company**" shall mean the Company, or any other body, whether or not incorporated, in which the Company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body

Table of Contents

Contents	Page
1 Preliminary	7
2/2A Definitions / Purpose	7
3 Share Capital	8
4 Transfer of Shares	8
5 Proceedings at General Meetings	8
6 Form of Resolution	9
7 Votes of Members	9
General Meetings	9
8 Extraordinary General Meetings	9
9 Annual General Meetings	9
10 Convening of Extraordinary General Meetings	10
Notice of General Meetings	10
11 Length of Notice	10
12 Omission or Non-Receipt of Notice	10
13 Postponement of General Meetings	10
Proceedings at General Meetings	10
14 Quorum	10
15 Procedure if Quorum Not Present	11
16 Security Arrangements	11
17 Chairman of General Meeting	11
18 Orderly Conduct	11
19 Rights to Attend and Speak	11
20 Adjournments	12
21 Notice of Adjournment	12
Amendments	12
22 Amendments to Resolutions	12
23 Amendments Ruled Out of Order	12

Voting¹²

24	Method of Voting	12
25	Procedure if Poll Demanded	13
26	When Poll to Be Taken	13
27	Continuance of Other Business after Poll Demand	13
28	Votes of Members	13
29	Votes on a Poll	13
30	Casting Vote of Chairman	13
31	Objections or Errors in Voting	13

Proxies

32	Execution of Proxies	14
33	Delivery of Proxies	14
34	Rights of Proxy	14
35	Form of Proxy	14
36	Cancellation of Proxy's Authority	14

Transactions

37	Approval for Relevant Transactions	15
----	------------------------------------	----

Appointment, Retirement and Removal of Directors

38	Number of Directors and Composition	15
39	Age of Directors	15
40	Power of Company to Appoint Directors	15
41	Power of Board to Appoint Directors	15
42	Number to Retire by Rotation	15
43	Identity of Directors to Retire	16
44	Power of Removal by Special Resolution	16
45	Persons Eligible as Directors	16
46	Position of Retiring Directors	16
47	Vacation of Office by Directors	16
48	Executive Directors	17

Additional Remuneration Expenses and Pensions	17
49 Directors' Fees	17
50 Additional Remuneration	17
51 Expenses	18
52 Pensions and Gratuities for Directors	18
Directors' Interests	18
53 Permitted Interests and Voting	18
Powers and Duties of the Board	20
54 General Powers of Company Vested in Board	20
55 Agents	20
56 Delegation to Individual Directors	20
57 Official Seals	20
58 Provision for Employees	20
59 Honorary Officers	21
Proceedings of the Board	21
60 Board Meetings	21
61 Notice of Board Meetings	21
62 Quorum	21
63 Directors below Minimum through Vacancies	21
64 Appointment of Chairman	21
65 Competence of Meetings	22
66 Voting	22
67 Delegation to Committees	22
68 Participation in Meetings by Telephone	22
69 Resolution in Writing	22
70 Validity of Acts of Board or Committee	23
Secretary	23
71 Appointment and Removal of the Company Secretary	23
Seals	23

72	Use of Seals	23
	Accounting Records and Summary Financial Statements	23
73	Records to Be Kept	23
74	Inspection of Records	24
75	Summary Financial Statements	24
76	Communications with Customers and Other Stakeholders	24
	Service of Notices and Other Documents	24
77	Service of Notices	24
78	Members Resident Abroad	24
79	When Notice Deemed Served	24
80	Notice When Post Not Available	25
81	Signature of Documents	25
82	Electronic Communication	25
83	<i>Winding-up</i>	26
84	Indemnity	26