

# NOTICE OF ANNUAL GENERAL MEETING

(h) by replacing Article 87 in its entirety with the following:

“87. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless a Notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the Company’s registered office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such Notice(s) shall commence no earlier than the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days before the date of such general meeting.”;

(i) by adding the following at the end of the first paragraph of Article 88:

“Without prejudice to any applicable legislation, an alternate Director so appointed shall be deemed to be the agent of the Director who appoints him, and a Director who appoints an alternate Director shall be vicariously liable for any tort committed by an alternate Director while acting in the capacity of alternate Director.”;

(j) by adding the words “or any of his Associates” before the words “is materially interested” in the margin description of Article 96 and replacing Article 96 in its entirety with the following:

“96. Notwithstanding that such disclosure is made as aforesaid, a Director shall not be entitled to vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement in which he or any of his Associates is materially interested. If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or any of his Associates or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be decided by a resolution of the Board (for which purpose such Director shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Director as known to such Director has not been fairly disclosed to the Board.”;

(k) by adding the words “or any of his Associates” before the words “is materially interested” in the margin description of Article 97 and replacing Article 97 in its entirety with the following:

“97. The restriction on a Director’s entitlement to vote and be counted in the quorum as set out in Article 96 shall not apply to any of the following matters:

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- (i) the giving of any security or indemnity either:
  - (a) to the Director in respect of money lent or obligations incurred or undertaken by him or any of his Associates at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company (not being a company in which the Director and/or any of its Associates, is/are beneficially interested in five percent or more of the issued shares of any class or the voting rights of such company) in which the Director or any of his Associates is interested only as an officer or shareholder (whether directly or indirectly) of that company;
- (iv) any proposal concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of a share option scheme under which the Director or any of his Associates may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their respective Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates as such any privilege nor generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or any of his Associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company.”;
- (l) by amending Article 146 in the following manner:
  - (i) adding the words “direct debit/credit, bank transfer or other automated system of bank transfer,” before the words “cheque or warrant” in the first line of Article 146; and
  - (ii) adding the words “and, in the case of a cheque or warrant, the same be” before the words “sent through the post” in the second line of Article 146;