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**COMPANIES ACT 1985**  
**Public Company Ltd by Shares**  
**ARTICLES OF ASSOCIATION**  
**of**  
**Designcapital plc**

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1 **PRELIMINARY**

1.1 Definitions

In these Articles, unless the context otherwise requires, expressions defined in the Companies Act 1985 shall bear the meanings so defined and the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column

<b>Act</b>	the Companies Act 1985 and the Companies Act 2006 (as applicable)
<b>Articles</b>	these Articles of association as from time to time altered or added to by special resolution
<b>Board</b>	means the Board of directors of the Company
<b>Company</b>	Designcapital plc
<b>Directors</b>	the Directors of the Company or their alternates present at a duly convened meeting of directors at which a quorum is present
<b>in writing</b>	written or produced by any substitute for writing in a legible form and non-transitory form, including photocopies, printing or facsimile or other visual representation, or partly written and partly so produced
<b>London Stock Exchange Member</b>	the London Stock Exchange plc
<b>Month</b>	a Member of the Company
<b>Ordinary Shares</b>	a Calendar month
<b>Office</b>	the ordinary shares of £0.1 each in the capital of the Company
<b>Paid up</b>	the Registered office for the time being of the Company
<b>Register</b>	paid up or credited as paid up
<b>Regulations</b>	the Register of members of the Company
<b>Seal</b>	the Uncertificated Securities Regulations 2001 (as amended), including any modification of them or any regulations in substitution of them from time to time in force
<b>United Kingdom</b>	the common seal of the Company
<b>Year</b>	Great Britain and Northern Ireland
	a calendar year

1.2 Interpretation

- 1.2.1 words importing the singular only shall include the plural and vice versa; and
- 1.2.2 words importing the masculine gender only shall include the feminine gender, and
- 1.2.3 words importing persons shall include corporations, the expressions 'debenture' and 'debenture holder' shall include

debenture stock and debenture stockholder, and the expression 'secretary' shall include a temporary or assistant secretary and any person appointed by the Directors to perform any of the duties of the secretary,

1 2 4 references in these Articles to the Act or any provision of the Act shall, where the context so admits, be construed as a reference to the relevant provision as modified by any enactment for the time being in force.

1 3 Non-application of Table A

The regulations constituting Table A in the Companies (Tables A to F) Regulations 1985 shall not apply to the Company

## 2 SHARE CAPITAL

2.1 The present share capital of the Company is £20,000,000 divided into 200,000,000 Ordinary Shares of £0 1 each

2 2 In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares in the Company, or agreeing so to do, whether absolutely or conditionally, provided that the rate, percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

2 3 Except as authorised or required by law or by these Articles, no person shall be recognised by the Company as holding any share on any trust, and the Company shall not be bound by or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder

2.4 Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.

2 5 Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles

2.6 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 125 of the Act and whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of

the class (but so that if at any adjourned meeting of such holders a quorum is not present, the holders present shall form a quorum), and any holder of shares of the class present in person or by proxy may demand a poll

- 2.7 The rights attached to any class shall not (unless otherwise provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in any respect pari passu with that class (save as to the date from which such new shares rank for dividend) or subsequent to those already issued or by the reduction of capital paid up on such shares or by the purchase or redemption by the Company of its own shares in accordance with the provisions of the Act and/or these Articles
- 2.8 Every person whose name is entered as a Member in the Register shall be entitled without payment, to one certificate for all his shares of each class, but in the case of shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Every certificate shall be issued within two months after allotment or the lodgement with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon.
- 2.9 The Company shall not be bound to register more than four persons as the joint holders of any share or shares
- 2.10 A Member who has transferred part of the shares registered in his name shall be entitled to a certificate for the balance without charge
- 2.11 If a share certificate is worn out, defaced, lost or destroyed a new certificate may be issued on surrender of the existing certificate (if the same is available), and on such other terms, if any, as to evidence and indemnity as the Directors think fit
- 2.12 Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares), but shall not, except as authorised in accordance with the Act, give any financial assistance for the purpose of an acquisition of its shares, or of reducing or discharging a liability incurred for that purpose
- 2.13 Subject to the provisions of the Act and to any relevant authority of the Company in general meeting required by the Act, all unissued shares (whether forming part of the original or any increased capital) shall be at the disposal of the Board who may allot (with or without conferring rights of renunciation), grant options over or warrants in respect of, offer or otherwise deal with or dispose of them or grant rights to subscribe for or convert any securities into shares, to such persons, at such times and generally on such terms and conditions as they may determine, provided that no share shall be issued at a discount.
- 2.14 Any share certificate and any certificate for debenture of the Company which has been approved by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or countersigned by any person. Subject as aforesaid, any such certificate may, if the Directors so determine, bear signatures affixed by

some mechanical system or process or the names of the Company's issuing agents.

- 2 15 The issued shares of a particular class which are fully paid up and rank pari passu for all purposes shall not bear a distinguishing number. All other shares shall bear a distinguishing number.

### 3 **UNCERTIFICATED SHARES**

- 3.1 For the purposes of Article 3:

3 1 1 words and expressions shall have the same respective meanings as in the Regulations;

3 1 2 references herein to an uncertificated share or to a share (or to a holding of shares) being in uncertificated form are references to that share being an uncertificated unit of a security, and references to a certificated share or to a share being in certificated form are references to that share being a unit of a security which is not an uncertificated unit;

3 1 3 "**Cash Memorandum Account**" means an account so designated by the Operator of the relevant system.

- 3 2 Notwithstanding anything in these Articles to the contrary, any shares in the Company may be issued, held, registered, converted to, transferred or otherwise dealt with in uncertificated form and converted from uncertificated form to certificated form in accordance with the Regulations and practices instituted by the operator of the relevant system. Any provisions of these Articles shall not apply to any uncertificated shares to the extent that such provisions are inconsistent with:

3 2 1 the holding of shares in uncertificated form,

3 2 2 the transfer of title to shares by means of a relevant system, or

3 2 3 any provision of the Regulations.

- 3 3 Without prejudice to the generality and effectiveness of the foregoing

3 3 1 Articles 2.14, 2.8-2.11, 6.1 and 6.6 shall not apply to uncertificated shares and Article 6.3 shall apply in relation to such shares as if the reference therein to the date on which the transfer was lodged with the Company were a reference to the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the facilities and requirements of the relevant system,

3.3.2 without prejudice to Article 6.2 in relation to uncertificated shares, the Board may also refuse to register a transfer of uncertificated shares in such other circumstances as may be permitted or required by the Regulations and the relevant system,

3 3 3 references in these Articles to a requirement on any person to execute or deliver an instrument of transfer or certificate or other document which shall not be appropriate in the case of uncertificated shares shall, in the case of uncertificated shares, be treated as references to a requirement to comply with any relevant requirements of the relevant system and any relevant arrangements or regulations which the Board may make from time to time pursuant to Article 3.3.10,

- 3 3 4 for the purposes referred to in Article 6 10 a person entitled by transmission to a share in uncertificated form who elects to have some other person registered shall either:
- 3.3.4 1 procure that instructions are given by means of the relevant system to effect transfer of such uncertificated share to that person, or
  - 3 3.4.2 change the uncertificated share to certificated form and execute an instrument of transfer of that certificated share to that person,
- 3 3 5 the Company shall enter on the Register the number of shares which are held by each Member in uncertificated form and in certificated form and shall maintain the Register in each case as is required by the Regulations and the relevant system and, unless the Board otherwise determines, holdings of the same holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings,
- 3.3.6 a class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which applies only in respect of certificated shares or uncertificated shares,
- 3 3 7 references in these Articles to instruments of transfer shall include, in relation to uncertificated shares, instructions and/or notifications made in accordance with the relevant system relating to the transfer of such shares,
- 3 3 8 for the purposes of Article 31 9 any payment in the case of uncertificated shares may be made by means of the relevant system (subject always to the facilities and requirements of the relevant system) and without prejudice to the generality of the foregoing such payment may be made by the sending by the Company of any person on its behalf of an instruction to the operator of the relevant system to credit the Cash Memorandum Account of the holder or joint holders of such shares or, if permitted by the Company, of such person as the holder or joint holders may direct in accordance with Article 31 9 and for the purposes of Article 31 9 the making of a payment in accordance with the facilities and requirements of the relevant system concerned shall be a good discharge of the Company,
- 3 3 9 subject to the Act and the provisions of these Articles, the Board may issue shares as certificated shares or as uncertificated shares in its absolute discretion and the provisions of these Articles shall be construed accordingly;
- 3 3 10 the Board may make such arrangements or regulations (if any) as it may from time to time in its absolute discretion think fit in relation to the evidencing and transfer of uncertificated shares and otherwise for the purpose of implementing and/or supplementing the provisions of this Article 3, the Regulations and the facilities and requirements of the relevant system and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this Article 3,
- 3.3 11 the Board may utilise the relevant system to the fullest extent available from time to time in the exercise of the Company's

powers or functions under the Act or these Articles or otherwise in effecting any actions, and

3 3 12 the Board may resolve that a class of shares is to become a participating security and may at any time determine that a class of shares shall cease to be a participating security

3 4 Where any class of shares in the capital of the Company is a participating security and the Company is entitled under any provisions of the Act or the rules made and practices instituted by the Operator of any relevant system or under these Articles to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any shares which are held in uncertificated form, such entitlement (to the extent permitted by the Regulations and the rules made and practices instituted by the Operator of the relevant system) shall include the right to

3 4.1 request or require the deletion of any computer-based entries in the relevant system relating to the holding of such shares in uncertificated form, and/or

3.4.2 require any holder of any uncertificated shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his holding of such uncertificated shares into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such shares or direct the holder to take such steps, by instructions given by means of a relevant system or otherwise, as may be necessary to sell or transfer such shares, and/or

3 4 3 appoint any person to take such other steps, by instruction given by means of a relevant system or otherwise, in the name of the holder of such shares as may be required to effect a transfer of such shares and such steps shall be as effective as if they had been taken by the Registered holder of the uncertificated shares concerned, and/or

3.4.4 transfer any uncertificated shares which are the subject of any exercise by the Company of any such entitlement by entering the name of the transferee in the Register in respect of that share as a transferred share, and/or

3 4 5 otherwise rectify or change the Register in respect of that share in such manner as may be appropriate, and

3.4 6 take such other action as may be necessary to enable those shares to be registered in the name of the person to whom the shares have been sold or disposed of or as directed by him

#### 4 LIEN

4.1 The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all sums (whether currently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (other than fully-paid shares) standing registered in the name of a single person for all sums payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all distributions attributable to that share.

4 2 The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless

some sum in respect of which the lien exists is payable, or until the expiration of 14 clear days after a notice in writing, stating and demanding payment of the sum payable, has been given to the Registered holder for the time being of the share, or the person entitled to the share by reason of his death or bankruptcy.

- 4 3 To give effect to a sale the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
- 4 4 The net proceeds of the sale shall be applied in payment of so much of the sum for which the lien exists as is payable, and any residue shall be held (subject to a like lien for sums not currently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale, but subject to surrender to the Company for cancellation of the certificate for the shares sold.
- 4 5 The Company shall be entitled to sell at the best price reasonably obtainable any share held by a Member, or any share to which a person is entitled by transmission, if all of the following stipulations are complied with in relation thereto:
  - 4 5 1 for a period of 12 years no cheque or warrant sent by the Company through the post in a prepaid letter addressed to the Member or to the person entitled by transmission to the share, at his registered address or at the last known address given by the Member or the person entitled by transmission as the address to which the cheques and warrants are to be sent, has been cashed and no communication has been received by the Company from the Member or person concerned,
  - 4 5 2 the Company has at the expiration of the said period of 12 years, by advertisement in both a national daily newspaper and in a newspaper circulating in the area in which the address referred to in Article 4 5 1 is located, and by notice in writing to the London Stock Exchange if shares of the class concerned are listed on that exchange or any secondary market of that exchange, given notice of its intention to sell such share;
  - 4 5 3 the Company has not during the further period of three months after the date of the advertisement and prior to the sale of the share received any communication from the Member or person entitled by transmission; and
  - 4 5 4 for the purpose of giving effect to any such sale the Company may appoint any person to execute as transferor an instrument of transfer of such share, and such instrument shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, such share. The company shall be liable to account without interest to the Member or other person entitled to such share for the net proceeds of such sale and shall be deemed to be his debtor and not a trustee for him in respect of the same.
- 4 6 A statutory declaration in writing that the declarant is a Director or the secretary of the Company and that a share has been duly forfeited or surrendered or sold whether to satisfy a lien of the Company or otherwise on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

