

Article 109A

109A.1 For the purposes of Section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

109A.2 Authorisation of a matter under this article shall be effective only if:

- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the directors, in accordance with the normal procedures of the board of directors or in such other manner as the directors may approve;
- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "Interested Directors");
- (c) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted; and
- (d) in taking the decision, the directors act in a way they consider, in good faith, will be most likely to promote the Company's success.

109A.3 Any authorisation of a matter pursuant to this article shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

109A.4 Any authorisation of a matter under this article shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be varied or terminated by the directors at any time. Such conditions or limitations may include (without limitation):

- (a) without prejudice to the general obligations of confidentiality) the application to the interested director of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the matter;
- (b) the exclusion of the interested director from all information relating to, and discussion by the Company of, the matter; and
- (c) that, where the interested director obtains (other than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

A director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation.

109A.5 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under this article and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

109A.6 The provisions of this article shall take effect on 1 October 2008 or any other date on which Section 175 of the Companies Act 2006 comes into effect.