

## **IG Group Holdings plc**

### **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of IG Group Holdings plc will be held at the offices of Financial Dynamics, located at Holborn Gate, 26 Southampton Buildings, London WC2A 1PB, on Monday 8 October 2007 at 10.30am.

The business of the meeting will be to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the accounts for the year ended 31 May 2007 together with the directors' report and the auditors' report on those accounts and the auditable part of the remuneration report.
2. To re-elect Mr Timothy Howkins as a director.
3. To re-elect Mr Peter Hetherington as a director.
4. To re-elect Mr Andrew MacKay as a director.
5. To re-elect Mr Robert Lucas as a director.
6. To elect Mr Steve Clutton as a director.
7. To declare a final dividend for the year ended 31 May 2007 in the amount of 6.5 pence per share.
8. To reappoint Ernst & Young as auditors to the Company to hold office until the conclusion of the next Annual General Meeting.
9. To authorise the directors to determine the auditors' remuneration.
10. To approve the directors' remuneration report for the year ended 31 May 2007.
11. To renew the authority conferred on the directors by Article 9 of the Company's Articles of Association for the period ending on the date of the Annual General Meeting in 2008 or on 31 December 2008, whichever is the earlier, and for such period the Section 80 Amount shall be £5,458; and that such authority shall be in substitution for all previous authorities pursuant to Section 80 of the Companies Act 1985 (the 'Act') which are hereby revoked, without prejudice to any allotment of securities prior to the date of this Resolution (or thereafter pursuant to any offer or agreement made prior thereto).

And to consider and, if thought fit, to pass the following as special resolutions:

12. To generally and unconditionally authorise the Company pursuant to Section 166 of the Act to make market purchases (within the meaning of Section 163(3) of the Act) of ordinary shares of 0.005 pence each in the Company provided that:
  - a. the maximum number of ordinary shares hereby authorised to be acquired is 32,750,095;
  - b. the minimum price which may be paid for any such ordinary share is 0.005 pence;
  - c. the maximum price which may be paid for any such share is an amount equal to 105 per cent of the average of the closing price for an ordinary share in the Company as derived from the Official List maintained by the UK Listing Authority for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - d. the authority hereby conferred shall expire on 31 December 2008 or, if earlier, at the conclusion of the next annual general meeting of the Company unless such authority is renewed prior to such time, but the Company may make a contract to purchase any ordinary share prior to such expiry which will or may be

executed wholly or partly thereafter and may purchase its ordinary shares in pursuance of any such contract.

13. To authorise the directors pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the general authority to allot relevant securities conferred by Resolution 11 as if Section 89(1) of the Act did not apply to any such allotment, provided that the power hereby conferred pursuant to this Resolution 13 shall be limited:
  - a. to the allotment of equity securities (including any held in treasury) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of ordinary shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever;
  - b. to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities (including any held in treasury) up to an aggregate nominal amount of £818; and
  - c. shall expire 15 months from the date of this Resolution 13 or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
14. To authorise the Company to take advantage of the new rules conferred by the Companies Act 2006 to allow companies to make increased use of electronic communications with their shareholders and make amendments to the Articles of Association to reflect this (as contained in Appendix A to the Notice).

The Company wishes to take advantage of the new rules regarding electronic communication to enable it to communicate with shareholders quickly and at reduced cost.

The proposed amendments to the Articles will allow for the use of electronic communications in certain situations when a hard copy signature would otherwise be required and enable the Company to send all types of notices, documents and information to shareholders by electronic means, including via a website and provides for the deemed delivery of such communications. The amendments will also enable Directors to take advantage of the new electronic communications regime to pass written resolutions electronically, for example via email, or using a combination of electronic means and other forms of writing.

If the shareholders agree to pass this Resolution 14, then the Company will have the general power to send or supply shareholders with documents and information in electronic form (such as by email) and by means of a website.

However, the Company may not begin to communicate with shareholders by email unless and until shareholders give their specific individual consent. In addition, the Company may not supply shareholders with information by means of a website if shareholders request to receive information in hard copy form. If this Resolution 14 is approved the Company will seek shareholders' specific consent to both email and website communications.

15. To authorise the Company to make amendments to the Company's Articles of Association (as contained in Appendix A to the Notice) to, in addition to the changes set out in Resolution 14 above, reflect certain other provisions of the new Companies Act 2006 and to update statutory references.

#### **BY ORDER OF THE BOARD**

Guy Abbi  
Company Secretary  
12 September 2007

## NOTES:

1. A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his/her place. A proxy need not be a member of the company.
2. A form of proxy is enclosed. To be effective, it must be deposited at the office of the company's registrars so as to be received not later than Thursday 4 October at 10.30am. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.
3. The register of interests of the directors and their families in the share capital of the company and copies of contracts of service of directors with the company or with any of its subsidiary undertakings will be available for inspection at the registered office of the company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the AGM.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 8 October 2007 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the company's register of members not later than 6.00pm on 4 October 2007 or, if the meeting is adjourned, shareholders entered on the company's register of members not later than 2 business days before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting. Changes to entries on the relevant register of securities after 6.00pm on 4 October 2007 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## Appendix A

### Proposed amendments to the Articles of Association of the Company to incorporate a number of the new provisions under the Companies Act 2006

- 1 Delete the existing definition in Article 2 of the 'Act'.
- 2 Delete the existing definitions in Article 2 of 'in writing' and 'Statutes' and substitute the following:

"in writing" Written or produced by any substitute for writing (including anything in electronic form) or partly one and partly another.

"Statutes" The Companies Acts, the CREST Regulations and every other enactment for the time being in force concerning companies and affecting the Company.'
- 3 Delete the existing seventh and eighth paragraphs under the listed definitions in Article 2 and substitute the following:

'The expressions "hard copy form", "electronic form" and "electronic means" shall have the same respective meanings as in the Company Communications Provisions.

The expression "address" shall include any number or address (including, in the case of any Uncertificated Proxy Instruction permitted under Article 72, an identification number of a participant in the relevant system) used for the purposes of sending or receiving notices, documents or information by electronic means or by means of a website.'
- 4 Insert the following new paragraphs in Article 2:

'The expression "Companies Acts" shall have the same meaning given thereto by Section 2 of the Companies Act 2006 but shall only extend to provisions which are in force at the relevant date.'

'The expression "Company Communications Provisions" shall have the same meaning as in the Companies Acts.'
- 5 In the penultimate paragraph of Article 2, delete the existing words 'the Act' and substitute the following 'the Companies Acts'.
- 6 In Articles 6.2 and 8, delete the existing words 'subject to the provisions of the Act, the Company...'
- 7 Delete existing Article 50 and substitute the following:

**'50 Annual and Extraordinary General Meetings**

An Annual General Meeting shall be held in the period of 6 months beginning with the day following the Company's accounting reference date, at such place, date and time as may be determined by the Directors.

All other General Meetings shall be called Extraordinary General Meetings.'

**8** Delete the existing Article 52 and substitute the following:

**'52 Notice of General Meetings**

- 52.1 An Annual General Meeting shall be called by notice of at least 21 days.
- 52.2 Any Extraordinary General Meeting shall be called by notice of at least 14 days.
- 52.3 The period of notice shall in either case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of these Articles entitled to receive such notices from the Company.
- 52.4 For the purposes of Article 52.3 the Company may determine that only those persons entered on the Register at the close of business on a day determined by the Company, such day being no more than 21 days before the day that notice of the meeting is sent, shall be entitled to receive such a notice.
- 52.5 A General Meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:
- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.'

**9** In the existing Article 53.1, delete the words 'entitled to attend and vote...vote instead of him' and substitute the following 'is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote.'

**10** Delete the existing Article 64, and substitute the following:

**'64 Votes attaching to shares**

Subject to Article 53.4 and to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares:

- (a) on a show of hands every member who is present in person and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote; and
- (b) 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.'

**11** In the first paragraph of Article 67.2, insert the words '(within the meaning of Part 22 of the Companies Act 2006)' after 'interested in shares' and delete the existing words 'Section 212 of the Act' and substitute the following 'Section 793 of the Companies Act 2006'.

**12** In Article 67.7(a), delete existing words 'Section 212 of the Act' and substitute 'Section 793 of the Companies Act 2006' and in Article 67.7(b)(i), delete the existing words 'Section 428 of the Act' and substitute 'Section 974 of the Companies Act 2006'.

**13** In Article 67.8, delete the existing words ‘the Act’ and substitute the following ‘the Companies Acts’.

**14** Rename Article 70 ‘Appointment of proxies’ and insert the words ‘A member is entitled to appoint a proxy or (subject to Article 70A) proxies to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company’ before ‘A proxy need not be a member of the Company.’

**15** Insert new Article 70A as follows:

**‘70A Multiple Proxies**

70A.1 A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.

70A.2 Where a member appoints more than one proxy, each such appointment shall state the whole number of shares in respect of which each proxy is to be appointed.

70A.3 An appointment of a proxy that fails to do so shall be treated as invalid.’

**16** In Articles 71(a) and 71(b), delete the existing word ‘comply’ and substitute ‘authenticated in accordance’. In the last paragraph of Article 71, delete the existing words ‘The Signature on such appointment’ and substitute the following ‘Any signature on or authentication of such appointment’. Delete the existing ‘Where appointment of a proxy is signed’ and substitute ‘Where appointment of a proxy is signed or authenticated’.

**17** Delete the existing Article 72 and substitute the following:

**‘72 Deposit of form of proxy**

72.1 The appointment of a proxy and any supporting documentation required under Article 71 must be received at such address or one of such addresses (if any), or in the case of appointments made using a website, at such website, as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no address is so specified, must be left at the Transfer Office) in compliance with the time limits set out in Article 72.2 and in default shall not be treated as valid.

72.2 If an appointment of a proxy or any supporting documentation required under Article 71 is given in relation to:

- (a) a General Meeting or adjourned meeting, it must be delivered to the appropriate specified address not less than 48 hours before the General Meeting or adjourned meeting to which it relates;
- (b) a poll taken more than 48 hours after it was demanded, it must be delivered to the appropriate specified address not less than 24 hours before the time appointed for the taking of the poll; and
- (c) a poll, following the conclusion of a meeting or adjourned meeting but taken not more than 48 hours after it was demanded, it must be delivered to the appropriate specified address before the end of the meeting at which it was demanded.

The Directors may at their discretion determine that in calculating the periods mentioned in this Article 72.2 no account shall be taken of any part of any day that

is not a working day (within the meaning of Section 1173 of the Companies Act 2006).

72.3 Without limiting the foregoing, in relation to any shares in uncertificated form the Directors may permit a proxy to be appointed by electronic means or by means of a website in the form of an Uncertificated Proxy Instruction (that is, a properly authenticated dematerialised instruction, and/or other instruction or notification, sent by means of a relevant system to such participant in that system acting on behalf of the Company as the Directors may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Directors (subject always to the facilities and requirements of the relevant system)); and may permit any supplement to, or amendment or revocation of, any such Uncertificated Proxy Instruction to be made by a further Uncertificated Proxy Instruction. The Directors may in addition prescribe the method of determining the time at which any such instruction or notification is to be treated as received by the Company. The Directors may treat any such instruction or notification purporting or expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending the instruction to send it on behalf of that holder.

72.4 The appointment 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 appointment 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.'

**18** Delete Article 73 and substitute the following:

**'73 Rights of proxy**

73.1 A proxy shall have the right to exercise all or any of the rights of his appointor to attend and to speak and vote at a meeting of the Company.

73.2 Unless his appointment provides otherwise, a proxy may vote or abstain in his discretion on any resolution put to the vote at a shareholders' meeting.'

**19** Delete Article 74 and substitute the following:

**'74 Termination of proxy's authority**

74.1 The termination of the authority of a person to act as proxy, whether by the death or insanity of the member or by the revocation of the appointment of the proxy or of the authority under which the proxy was made, shall not affect:

- (a) whether the proxy counts in deciding whether there is a quorum at a meeting;
- (b) the validity of a poll demanded by the proxy at the meeting;
- (c) the validity of a vote cast by the proxy at the meeting;

unless notice in writing of such death, insanity or revocation shall have been received by the Company at the place specified in Article 74.2 and before the time specified in Article 74.3.

74.2 Notice of termination of a proxy's authority must be received at:

- (a) the address or one of the addresses or websites specified under Article 72 (subject to any conditions attached to the use of a particular address imposed under that Article); or
- (b) if no address or website was specified, at the Transfer Office.

74.3 Notice of termination of a proxy's authority must be received:

- (a) at least one hour before the commencement of the meeting or adjourned meeting at which the vote is given; or
- (b) in the case of a poll taken more than 48 hours after it is demanded at least one hour before the time appointed for taking the poll.'

**20** Delete the existing Article 75 and substitute the following:

**'75 Corporations acting by representatives**

75.1 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise a person or persons to act as its representatives at any shareholders' meeting. The person so authorised or, where the corporation has authorised more than one person, any one of them so authorised, shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

75.2 Where the corporation authorises more than one person and more than one of them purport to exercise their power:

- (a) If they purport to exercise their power in the same way, the power is treated as exercised in that way; or
- (b) If they do not purport to exercise their power in the same way, the power is treated as not exercised.'

**21** [Delete the existing Article 88, and substitute the following:

**'88 Nomination of Director for election**

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any General Meeting unless not less than seven nor more than forty-two days (inclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office:

- (a) notice in writing signed or authenticated in accordance with Article 138 by some 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
- (b) notice in writing signed (or authenticated in accordance with Article 138) by the person to be proposed of his willingness to be elected.'

- 22** Delete the existing Article 97 and substitute the following:
- '97 Written resolutions**
- 97.1 A proposed Directors' written resolution is adopted when all the Directors who have received notice of it have:
- (a) signed one or more copies of it, or
  - (b) otherwise indicated their agreement to it in writing.
- 97.2 It is immaterial whether any Director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 97.3 A Directors' written resolution is not adopted if the number of Directors who have signed it is less than the quorum for Directors' meetings.
- 97.4 Once a Directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a Directors' meeting in accordance with the Articles.'
- 23** In Article 100.2(c), delete the existing words 'Section 346 of the Companies Act) does not have an interest (as that term is used in Sections 198 to 211 of the Act)' and substitute the following 'the Companies Acts) does not have an interest (as that term is used in Part 22 of the Companies Act 2006)'
- 24** In Article 101(b), delete existing words '(within the meaning of Section 346 of the Act)' and substitute the following '(as such expression is defined in the Companies Acts)'
- 25** In Article 126, insert the following words 'or authenticated in accordance with Article 138' after 'only if such waiver is in writing (whether or not executed as a deed) signed'.
- 26** Delete the existing Article 130 and substitute the following:
- '130 Copies of accounts for members**
- 130.1 Subject as provided in Article 130.2 a copy of the Company's annual accounts and report which are to be laid before a General Meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices of General Meetings from the Company under the provisions of the Statutes or of these Articles.
- 125.2 Article 130.1 shall not require a copy of these documents to be sent to any member to whom a summary financial statement is sent in accordance with the Statutes nor to more than one of joint holders nor to any person of whose postal address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.'
- 27** Delete the heading 'Notices' and substitute the following 'Communications with members.'
- 28** Delete the existing Article 133 and substitute the following:
- '133 Service of notices**
- 133.1 The Company may, subject to and in accordance with the Companies Acts and these Articles, send or supply all types of notices, documents or information to

members by electronic means and/or by making such notices, documents or information available on a website.

- 133.2 The Company Communications Provisions have effect for the purposes of any provision of the Companies Acts or these Articles that authorises or requires notices, documents or information to be sent or supplied by or to the Company.
- 133.3 Any notice, document or information (including a share certificate) which is sent or supplied by the Company in hard copy form, or in electronic form but to be delivered other than by electronic means, and which is sent by pre-paid post and properly addressed shall be deemed to have been received by the intended recipient at the expiration of 24 hours (or, where first class mail is not employed, 48 hours) after the time it was posted, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed, pre-paid and posted.
- 133.4 Any notice, document or information which is sent or supplied by the Company by electronic means shall be deemed to have been received by the intended recipient 24 hours after it was transmitted, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.
- 133.5 Any notice, document or information which is sent or supplied by the Company by means of a website shall be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 133.6 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding.
- 133.7 The provisions of this Article shall have effect in place of the Company Communications Provisions relating to deemed delivery of notices, documents or information.'

**29** Delete the existing Article 134 and substitute the following:

**'134 Joint holders**

- 134.1 Anything which needs to be agreed or specified by the joint holders of a share shall for all purposes be taken to be agreed or specified by all the joint holders where it has been agreed or specified by the joint holder whose name stands first in the Register in respect of the share.
- 134.2 Any notice, document or information which is authorised or required to be sent or supplied to joint holders of a share may be sent or supplied to the joint holder whose name stands first in the Register in respect of the share, to the exclusion of the other joint holders. For such purpose, a joint holder having no registered address in the United Kingdom and not having supplied an address within the United Kingdom for the service of notices may, subject to the Statutes, be disregarded.
- 134.3 The provisions of this Article shall have effect in place of the Company Communications Provisions regarding joint holders of shares.'

**30** Delete the existing Article 135 and substitute the following:

**'135 Deceased and bankrupt members**

135.1 A person who claims to be entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law shall supply to the Company:

- (a) such evidence as the Directors may reasonably require to show his title to the share,
- (b) an address at which notices may be sent or supplied to such person,

whereupon he shall be entitled to have sent or supplied to him at such address any notice, document or information to which the said member would have been entitled. Any notice, document or information so sent or supplied shall for all purposes be deemed to be duly sent or supplied to all persons interested (whether jointly with or as claiming through or under him) in the share.

135.2 Save as provided by paragraph 135.1, any notice, document or information sent or supplied to the address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company has notice of his death or bankruptcy or liquidation, be deemed to have been duly sent or supplied in respect of any share registered in the name of such member as sole or first-named joint holder.

135.3 The provisions of this Article shall have effect in place of the Company Communications Provisions regarding the death or bankruptcy of a holder of shares in the Company.'

**31** Delete the existing Article 136 and substitute the following:

**'136 Overseas members**

Subject to the Statutes, the Company shall not be required to send notices, documents or information to a member who (having no registered address within the United Kingdom) has not supplied to the Company a postal address within the United Kingdom for the service of notices.'

**32** Delete the existing Article 137 and substitute the following:

**'137 Suspension of postal services**

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable to give notice by post in hard copy form of a shareholders' meeting, such notice shall be deemed to have been given to all members entitled to receive such notice in hard copy form if such notice is advertised in at least one national newspaper and such notice shall be deemed to have been given on the day when the advertisement appears. In any such case, the Company shall (i) make such notice available on its website from the date of such advertisement until the conclusion of the meeting or any adjournment thereof and (ii) send confirmatory copies of the notice by post to such members if at least seven days prior to the meeting the posting of notices again becomes practicable.'

**33** Delete the existing Article 138 and substitute the following:

**'138 Signature or authentication of documents sent by electronic means**

Where these Articles require a notice or other document to be signed or authenticated by a member or other person then any notice or other document sent or supplied in electronic form is sufficiently authenticated in any manner authorised by the Company Communications Provisions or in such other manner as may be approved by the Directors. The Directors may designate mechanisms for validating any such notice or other document, and any such notice or other document not so validated by use of such mechanisms shall be deemed not to have been received by the Company.'

**34** In existing Article 139, insert the following '[Deleted 8 October 2007]' after the heading 'Electronic communication' and delete sub-paragraphs 139.1, 139.2 and 139.3.

**35** Delete existing Article 140 and substitute the following:

**'140 Statutory provisions as to notices**

Nothing in any of the preceding seven Articles shall affect any provision of the Statutes that requires or permits any particular notice, document or information to be sent or supplied in any particular manner.'

**36** Delete existing Article 145 and substitute the following:

**'145 Indemnity**

145.1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Statutes, every Director and officer of the Company and of each of the Associated Companies of the Company shall be indemnified by the Company out of its own funds against:

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any Associated Company of the Company other than:
  - (i) any liability to the Company or any Associated Company; and
  - (ii) any liability of the kind referred to in Section 234(3) of the Companies Act 2006; and
- (b) any other liability incurred by or attaching to 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.

145.2 Subject to the Companies Acts the Company shall indemnify a Director of the Company and any Associated Company of the Company if it is the trustee of an occupational pension scheme (within the meaning of Section 235(6) of the Companies Act 2006).

145.3 Where a Director or officer is indemnified against any liability in accordance with this Article 145, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

145.4 In this Article "Associated Company" shall have the meaning given thereto by Section 256 of the Companies Act 2006.'