

## SCHEDULES

### SCHEDULE 4

#### CONSTITUTION AND PROCEEDINGS OF PUBLICLY-OWNED COMPANIES THAT ARE PRIVATE COMPANIES

##### *Meetings*

- 2 Notwithstanding anything in section 134 of the Companies Act 1948, or the company's articles of association, the Corporation may call a meeting of a relevant company, and there shall be deemed to be a quorum present at any meeting of such a company at which the Corporation is represented.
- 3 (1) The provisions of this paragraph apply in respect of any relevant company all of whose securities are held by the Corporation.
- (2) The obligation of the company under the Companies Act 1948, or under the company's articles of association or otherwise, to hold an annual meeting may be discharged by the holding of a meeting of the Corporation summoned and held in such manner, and after such notice, as may be determined by the Corporation in regulating their procedure.
- (3) Any power of the company which is by the Companies Act 1948, or by the company's articles of association or otherwise, required to be exercised by the company in general meeting (including a power required to be so exercised by special resolution, extraordinary resolution or a resolution requiring special notice), may be exercised by the Corporation at a meeting summoned and held as aforesaid.
- (4) Where any power is exercised by the company in a case where, apart from this paragraph, special notice would be required and a copy of the notice would have to be sent to any person, the company shall give notice in writing to that person not less than twenty-eight days before exercising that power.
- (5) Section 143 of the Companies Act 1948 (which provides for the registration of certain resolutions and agreements) shall apply to any resolution of the company which, but for this paragraph, would be a resolution to which that section applied.
- (6) Section 14(7) of the Companies Act 1967 (which entitles auditors of a company to attend and be heard at general meetings of the company and to receive notice thereof) shall apply to meetings of the Corporation held for the purpose of exercising their powers under this paragraph with respect to the affairs of the company.