
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING
of
PAYLESS PROPERTIES LIMITED

2nd February 2007

SATURDAY



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17/03/2007
COMPANIES HOUSE

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The undersigned being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

1. THAT the articles of association of the Company be altered in accordance with the following:

Add Article 10 as follows:

10 INDEMNITY, DEFENCE COSTS AND INSURANCE

- 10.1 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him:

10.1.1 to the Company or to any associated company;

10.1.2 to pay a fine imposed in criminal proceedings;

10.1.3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);

10.1.4 in defending any criminal proceedings in which he is convicted;

10.1.5 in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or

10.1.6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:

- (a) section 144(3) or (4) of the Act (acquisition of shares by innocent nominee); or
- (b) section 727 of the Act (general power to grant relief in case of honest and reasonable conduct).

10.2 In Article 10.1.4, 10.1.5 and 10.1.6 the reference to a conviction, judgment or *refusal of relief* is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final:

10.2.1 if not appealed against, at the end of the period for bringing an appeal; or

10.2.2 if appealed against, at the time when the appeal (or any further appeal) is disposed of.

For the purposes of this Article 10.2, an appeal is disposed of:

10.2.3 if it is determined and the period for bringing any further appeal has ended; or

10.2.4 if it is abandoned or otherwise ceases to have effect.

10.3 In this Article 10, "associated company", in relation to the Company, means a company which is a subsidiary of the Company, or a holding company of or a subsidiary of any holding company of the Company.

10.4 Without prejudice to Article 10(1) or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 727 of the Act (general power to grant relief in case of honest and reasonable conduct) or to enable a director to avoid incurring any such expenditure.

10.5 To the extent permitted by the Act, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:

10.5.1 a director, alternate director or secretary of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or

10.5.2 trustee of a retirement benefits scheme or other trust in which a person referred to in Article 10.5.1(1) is or has been interested,

indemnifying him and keeping him indemnified against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.



duly authorised signatory for and on behalf of
Do It All Limited



William Archer & Focus No 1 Limited