

TRAFALGAR HOUSE TRUSTEES LIMITED

(Company No 01604930)
(the "Company")

FRIDAY



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10/10/2008
COMPANIES HOUSE

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Written Resolution of the Shareholders of the Company

Circulation date: 29 September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed. The Resolution is proposed as a special resolution.

Special Resolution

That the amended Articles of Association annexed to this document and initialled by the Chairman for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document.

The undersigned, persons entitled to vote on the Resolution on 29 September 2008, hereby irrevocably agree to the Resolution.

Signed by *M.R.A.* Lyn Ellis

Signed by Jan Froeshaug

Jan Froeshaug
29.09.08

Date

NOTES

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and return it to the Company using one of the following methods:
 - **By Hand** delivering the signed copy to Garry Wake, Company Secretary, 30 Coleman Street, London, EC2R 5AL
 - **Post** returning the signed copy by post to Garry Wake, Company Secretary, 30 Coleman Street, London, EC2R 5AL
 - **Fax** faxing the signed copy to +44 (0)20 7600 9939 marked "For the attention of Garry Wake, Company Secretary"
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to garry.wake@thpensions.co.uk. Please enter "Written resolution dated 29 September 2008" in the e-mail subject box.
- 2 If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 3 Once you have indicated your agreement to any of the Resolution, you may not revoke your agreement
- 4 Unless, by midnight on 6 November 2008, sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

The above Resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 29 September 2008


Company Secretary

Company No. 1604930

THE COMPANIES ACTS 1985 - 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

TRAFALGAR HOUSE TRUSTEES LIMITED

Incorporated 17 December 1981

(Amended pursuant to a special resolution dated 29 September 2008)

THE COMPANIES ACTS 1985-2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

TRAFALGAR HOUSE TRUSTEES LIMITED

(Amended pursuant to a special resolution dated 17 December 2007)

- 1** The name of the Company is TRAFALGAR HOUSE TRUSTEES LIMITED¹
- 2** The Registered Office of the Company is situated in England and Wales
- 3** The objects for which the Company is established are as follows
 - 3.1** To undertake and discharge the office and duties of trustee (with or without undertaking the management and administration) of any pension, superannuation, provident, or benefit fund or scheme
 - 3.2** To act in, perform and carry out all the duties, and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships from time to time held by or vested in the Company
 - 3.3** To undertake and discharge the office and duties of nominee for the trustees or trustee for the time being of all or any of the schemes, funds, trusts or associations, mentioned in the preceding sub-clauses
 - 3.4** To accept and undertake any appointment whether as nominee or trustee either gratuitously or otherwise
 - 3.5** To subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in, shares, stocks, securities and obligations (whether fully or partly paid up) of any government, state, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
 - 3.6** To invest all money in the hands of the Company in or upon such investments, securities or property as may be thought fit
 - 3.7** To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the creation of securities of any kind or description charged upon all or any of the Company's property, and to purchase, redeem or pay off any such securities

¹ Originally named John Brown Pension Trustees Limited, the Company's name was changed to Trafalgar House Trustees (THPF) Limited with effect from 8 September 1995, subsequently changed to Trafalgar House Trustees (KPF) Limited with effect from 1 August 1996 and then changed to Trafalgar House Trustees Limited with effect from 5 April 2006

- 3.8** Generally to acquire and hold and to deal with, sell, exchange or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein
- 3.9** To procure the Company to be registered or recognised in any country or place, and to obtain any Order or Act of Parliament or any enactment, decree, or other legislative or executive act of any state, government, kingdom, colony, province, dominion, sovereign authority or public body, supreme, local, municipal or otherwise, for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution
- 3.10** To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through trustees, agents, sub-contractors or otherwise
- 3.11** To do all such other things as are incidental or conducive to the attainment of the above objects or any of them
- 4** The liability of the members is limited
- 5** The authorised share capital of the Company is £1,600,100² divided into 1,600,100 ordinary shares of £1 each

25

² The share capital was increased from £600,100 to £1,600,100 by the creation of 1,000,000 ordinary shares of £1 each by a special resolution dated 17 December 2007

WE the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
PATRICK CHARLES MORRISH BADDELEY 67 Palmerston Crescent London N13 Solicitor	One
JULIAN ANTHONY GIZZI The Granary Little Chart Forstal Ashford Kent Solicitor	One



DATED the 26th day of October, 1981

WITNESS to the above signatures

C N HALL
1 Chancery Lane
London
WC2A 1SU
Solicitor

THE COMPANIES ACTS 1985 – 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

- of -

TRAFALGAR HOUSE TRUSTEES LIMITED

(Amended pursuant to a special resolution dated 29 September 2008)

PRELIMINARY

1 In these Articles

- (a) **"these Articles"** means these articles of association as originally adopted or as amended from time to time,

"Board" means the board of directors of the Company or the directors present or deemed to be present at a duly convened meeting of the directors at which a quorum is present,

"Companies Acts" means the Companies Act 1985 and the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force,

"Company" means Trafalgar House Trustees Limited,

"Company Communications Provisions" shall have the same meaning as in the Companies Acts,

"Director" means a director of the Company from time to time,

"Group Company" means any company which in relation to the Company is a Subsidiary, its Holding Company or a Subsidiary of its Holding Company,

"Holding Company" has the meaning as defined in Section 736 of the Companies Act 1985,

"MNTD" means Member Nominated Trustee Director,

"Subsidiary" has the meaning as defined in Section 736 of the Companies Act 1985, and

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company)

- (b) The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company

(c) Regulations 24, 53, 59 to 63 (inclusive), 65 to 69 (inclusive), 81, 84, 93 to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company

(d) Anything required to be done by extraordinary resolution may also be done by special resolution

2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

3 In Regulation 3 of Table A the words "as may be provided by the articles" shall be deleted and the words "as the Company before the issue of the shares may by special resolution determine" shall be substituted therefor

SHARES

4 Subject to Section 80 of the Companies Act 1985, all unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit

5 (a) Pursuant to and in accordance with Section 80 of the Companies Act 1985, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,600,100, and

(b) by such authority the Directors may make offers or arrangements which would or might require the allotment of relevant securities after the expiry of such period

6 The provisions of Section 89(1) of the Companies Act 1985 shall not apply to the allotment by the Company of equity securities

TRANSFER OF SHARES

7 The Directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share unless the transfer of such share is made pursuant to the terms of a declaration of trust in favour of certain Directors. If the Directors refuse to register a transfer of shares they shall, as soon as practicable and in any event within 2 months after the date on which the instrument of transfer is lodged with the Company, send to the transferee notice in writing of the refusal giving reasons for the refusal

8 The Company shall be entitled to destroy

(a) any instrument of transfer which has been registered, at any time after the expiration of six years from the date of registration thereof,

(b) any dividend mandate or any variation or cancellation thereof or any notification of change of address, at any time after the expiration of two years from the date of recording thereof,

(c) any share certificate which has been cancelled, at any time after the expiration of one year from the date of such cancellation, and

- (d) any other document on the basis of which any entry in the Register is made, at any time after the expiration of six years from the date an entry in the Register was first made in respect of it,

and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that

- (i) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to any claim,
- (ii) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled, and
- (iii) reference in this Article to the destruction of any document include references to its disposal in any manner



NOTICE OF MEETINGS

9 General meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90 per cent in nominal value of the shares giving a right to attend and vote at the meeting. The first two sentences of Regulation 38 of Table A shall not apply.

9.1 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

9.2 A member present at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. Regulation 113 of Table A shall be amended accordingly.

PROCEEDINGS AT GENERAL MEETINGS

10 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted shall be a quorum. The last sentence of Regulation 40 of Table A shall not apply.

11 A written resolution of the Company (which means a resolution proposed and passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006) shall have effect as if passed by the Company in general meeting or by a meeting of a class of members of the Company, as the case may be.

11.1 In the case of joint holders of a share, a written resolution may be signed by any one of such joint holders.

- 11.2** In the case of a corporation which holds a share, a written resolution may be signed on its behalf by any Director or the Secretary thereof Regulation 53 of Table A shall not apply

VOTES OF MEMBERS

- 12** A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded
- (a) by the chairman, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right

Regulation 46 of Table A shall be amended accordingly

- 13** Every member entitled to vote shall have one vote on a show of hands and one vote for every share of which he is the holder on a poll Regulation 54 of Table A shall be amended accordingly
- 13.1** In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members Regulation 55 of Table A shall be amended accordingly
- 13.2** No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid Regulation 57 of Table A shall be amended accordingly

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 14** Subject to the Companies Acts, any of the Directors and/or the Secretary for the time being of any corporation which is a member of the Company, or any other person or persons appointed by resolution of its board of Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative or representatives at any meeting of the Company or any class of members of the Company
- 14.1** Any of the Directors and/or the Secretary for the time being of the Company or any other person or persons appointed by resolution of the Directors may act as its representative or representatives at any meeting of any corporation of which the Company is a member or of any class of members of such corporation

DIRECTORS

- 15** The number of Directors shall not be less than two
- 15.1** At least one Director must be a natural person

- 16 A Director shall not be required to hold any qualification share in the Company
- 17 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company Accordingly the last sentence of Regulation 88 and of Regulation 89 of Table A shall be deleted
- 18 A Director of the Company may be or become a Director or other officer or otherwise interested in the Holding Company of the Company or any other Company promoted by the Holding Company or in which the Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly

CHAIRMAN

- 19 The first sentence of Regulation 91 of Table A shall be deleted and shall be replaced by the words "Subject to approval by at least two thirds of their number, the Directors may appoint one of their number to be the Chairman of the Board and may at any time remove him from that office "

BORROWING POWERS

- 20 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, subject to the provisions of Section 80 of the Act



POWERS AND DUTIES OF DIRECTORS

- 21 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
- 21.1 Authorisation of a matter under this Article shall be effective only if
- (a) 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**"), and
 - (b) 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
- 21.2 Any authorisation of a matter under this Article may
- (a) extend to any actual or potential conflict of interest which may arise out of the matter so authorised,
 - (b) be subject to such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently,
 - (c) be terminated by the Directors at any time,
- and a Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation

- 21.3** 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
- 21.4** Authorisation of a matter under this Article must be proposed in writing at a meeting of the directors, in accordance with such procedures as the Directors determine from time to time (but failure to comply with those procedures shall not invalidate the authorisation)
- 21.5** This Article does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company
- 22** A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 23** Regulation 79 of Table A shall be deleted and the words "Subject to approval by at least two thirds of their number, the Directors may appoint any person to be a Director of the Company," shall be substituted therefor
- 24** Without prejudice to the powers of the Company under Section 168 of the Companies Act 2006 to remove a Director by ordinary resolution and the powers contained in the Articles, for so long as the Company is a trustee of an occupational pension scheme, the Directors must appoint as a MNTD any person who is
- (a) selected as a Director in accordance with any arrangements made in accordance with Sections 241 to 243 of the Pensions Act 2004, and
 - (b) willing to act to be a Director,
- either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. Any person who is selected as a MNTD in accordance with any arrangements made in accordance with Sections 241 to 241 of the Pensions Act 2004 may be removed only with the consent of all the other Directors (unless applicable legislation (including Section 168 of the Companies Act 2006) permits their removal otherwise)
- 25** The office of a Director shall be vacated
- (a) if by notice in writing to the Company he resigns the office of Director,
 - (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally,
 - (c) if he ceases to be a Director by virtue of any provision of the Companies Acts or if he is prohibited from being a Director by an order made under any provision of the Companies Acts or by any other law,

- (d) if he becomes of unsound mind,
- (e) if he is removed from his office under Article 24,
- (f) if he is disqualified under Section 29 of the Pensions Act 1995 (persons disqualified from being trustees) from being a trustee of an occupational pension scheme,
- (g) if he is required to cease to be a Director under any arrangements made in accordance with Sections 241 to 243 of the Pensions Act 2004 (requirement for member-nominated trustees and directors), including where his term of office under those arrangements expires, or
- (h) if he is convicted of a criminal offence involving fraud or dishonesty and the Directors resolve that he shall for that reason cease to be a Director

MANAGING DIRECTOR

- 26** The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Managing Director shall be automatically determined if he ceases from any cause to be a Director

ROTATION OF DIRECTORS

- 27** The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the Company, in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted, and in Regulation 79 of Table A the second and the third sentences thereof shall be deleted

PROCEEDINGS OF DIRECTORS

- 28** It shall be necessary to give notice of a meeting to every director including those directors who are absent from the United Kingdom and accordingly the third sentence of Regulation 88 of Table A shall be deleted
- 29** A Director's written resolution which a majority of the Directors (or a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors or committee of Directors) have signed or otherwise agreed to in writing, shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors
- 30** The Directors may establish and maintain or join with any Group Company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pension allowances, gratuities, emoluments and bonuses to Directors, ex-Directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the Company or any Group Company and the wives, widows, families dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to

advance the interests and well-being of the Company or any Group Company, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid Subject always, if the Companies Acts shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the Company, and to the proposal being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus

- 31 Any Director or member of a committee of the Board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting
- 32 The Directors may delegate any of their powers to any committee or committees consisting of one or more directors, and, if the Directors so decide, of one or more other individuals who are co-opted on to the relevant committee at the Directors' request Any such delegation may be made on such terms or subject to such conditions as the Directors may impose, and may be altered or revoked by the Directors at any time The quorum for any committee shall be decided by the Directors on the establishment of such committee, and, at such time, the Directors will also determine any other conditions to which the proceedings of the relevant committee are subject Regulation 72 of Table A shall not apply
- 33 The Directors may from time to time appoint Directors to form a Nomination Committee Such a Nomination Committee shall be responsible for reviewing the structure, size and composition of the Board in accordance with the Nomination Committee Guidelines

SECRETARY AND ASSISTANT SECRETARY

- 34 To Regulation 99 of Table A, there shall be added the words "An Assistant Secretary may also be appointed by the Directors (subject also to the provisions of the Companies Acts) to act with the full powers of the Secretary if the office of Secretary is vacant or if for any other reason the Secretary is absent or otherwise incapable of acting Such appointment shall be for such term and upon such conditions as the Directors may think fit and any Assistant Secretary so appointed may be removed by the Directors"

RECORD KEEPING

- 35 Minutes shall be kept for the purposes specified in Regulation 100 of Table A and also the directors shall ensure that (i) Regulation 100 is complied with in a manner consistent with the requirements of the Pensions Act 1995 and 2004 and (ii) the Company keeps records which comply with the requirements of those acts

NOTICES

- 36 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

- 36.1** 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
- 36.2** 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
- 36.3** 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
- 36.4** 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
- 36.5** 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 other proceeding
- 36.6** The provisions of this Article shall have effect in place of the Company Communications Provisions relating to deemed delivery of notices, documents or information

INDEMNITY, INSURANCE AND DEFENCE FUNDING

- 37.1** Subject to the provisions of, and so far as may be permitted by and consistent with, the Companies Acts, every Director and former Director 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 other than
 - (i) any liability to the 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, including, but not limited to, any liability incurred in connection with any activities of the Company as trustee of an occupational pension scheme (within the meaning of Section 235(6) of the Companies Act 2006)
- 37.2** Where a Director is indemnified against any liability in accordance with this Article 37, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto

- 37.3** Regulation 118 of Table A shall not apply
- 37.4** Without prejudice to Article 37 1 above, the Directors shall have power to purchase and maintain insurance for or for the benefit of (i) any person who is or was at any time a Director of any Relevant Company (as defined in Article 37 5 below), or (ii) any person who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto)
- 37.5** For the purpose of paragraph 37 4 above "**Relevant Company**" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of such other body
- 37.6** Subject to the provisions of and so far as may be permitted by the Companies Acts, the Company
- (a) may provide a Director or former Director of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or in connection with any application for relief under the provisions mentioned in Section 205(5) of the Companies Act 2006, and
 - (b) may do anything to enable any such Director to avoid incurring such expenditure
- 37 7** The terms set out in Section 205(2) of the Companies Act 2006 shall apply to any provision of funds or other things done under Article 37 6
- 37.8** Subject to the provisions of and so far as may be permitted by the Companies Acts, the Company
- (a) may provide a Director or former Director of the Company with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company, and
 - (b) may do anything to enable any such Director to avoid incurring such expenditure