

## DAVID MORRIS TECHNOLOGY LIMITED

Special resolutions of the Company signed by  
all the Members of the Company pursuant to  
Regulation 53 of Table A in the Schedule to the  
Companies (Tables A to F) Regulations 1985  
which applies to the Company

## SPECIAL RESOLUTIONS

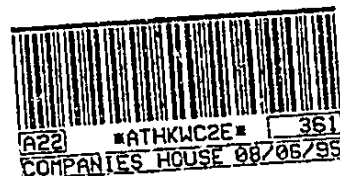
## RESOLVED that:-

- 1 The authorised share capital of the Company be reduced from £500,000 divided into 1000 issued and fully paid Ordinary Shares of £1 each and 499,000 unissued Ordinary Shares of £1 each to £1,000 divided into 1000 issued Ordinary Shares of £1 each by cancelling 499,000 unissued Ordinary Shares of £1 each.
- 2 The provisions of the Memorandum of Association with respect to the objects of the Company be altered by deleting Clause 3 thereof and substituting therefor a new Clause 3 in the form contained in Schedule A attached hereto.
- 3 The Regulations contained in the document contained in Schedule B attached hereto be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.
- 4 The 850 issued Ordinary Shares of £1 registered in the name of David Eric Morris and the 150 issued Ordinary Shares of £1 registered in the name of Philip Edward Morris in the register of members of the Company be converted into 500 'A' Ordinary Shares of £1 and 500 'B' Ordinary Shares of £1 each having attached thereto the rights and privileges and subject to the restrictions as provided by the new Articles of Association of the Company adopted by Resolution No.3 above.

Date 7 April 1995

Philip E. Morris  
Philip E. Morris

David E. Morris  
David E. Morris



## SCHEDULE 'A'

### DAVID MORRIS TECHNOLOGY LIMITED

1 The Company's objects are :-

- (1) To acquire and exploit in any manner whatsoever intellectual property rights in relation to inventions including without prejudice to the generality of the foregoing those concerning textiles and textile machinery and in particular fabrics for the garments industry.
- (2) To manufacture and sell, and arrange for the manufacture and sale, of machinery of all kinds and to purchase and sell and promote the purchase and sale, whether as principal or agent, of goods of all kinds (including without prejudice to the generality of the foregoing those used in the textile industry).
- (3) To purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company, corporation, public body, supreme, municipal, local or otherwise or of any Government or State and to act as and perform all the functions of a holding company and to carry on, acquire, undertake and execute any business, undertaking, transaction or operation whether manufacturing, financial, mercantile, agricultural, extractive or otherwise.
- (4) To purchase, take on lease or in exchange, hire or otherwise acquire, and obtain options over, lands, buildings and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being.
- (5) To apply for or acquire by purchase or otherwise, whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, trade marks, copyright or other rights or monopolies, licences, concessions and the like, and to use, exercise, develop or

grant licences in respect of, or otherwise turn the same to account and to make, assist, or subsidise any experiments, researches or investigations.

- (6) To purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets, rights and liabilities of any person or company, or to acquire the control of shares of any company or any interest therein and to act as a director or manager of any company.
- (7) To improve, manage, develop, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stock, shares, debentures, debenture stock or securities of any other company, whether fully or partly paid up.
- (8) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.
- (9) To lend any moneys or assets of the Company to such persons, firms or companies and on such terms as may be considered expedient, and either with or without security, and to invest and deal with moneys and assets of the Company not immediately required in any manner and to receive money and securities on deposit, at interest or otherwise.
- (10) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

- (11) To give, enter into and/or accept any guarantees or contracts of indemnity or suretyship and to guarantee, support or secure, either with or without the Company receiving any consideration or advantage therefor, and whether by personal covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company and/or otherwise, the performance and discharge of the liabilities and obligations of every description of, and the payment and/or repayment of any moneys (including but not limited to principal, premiums, interest, dividends and other moneys secured by or payable under any obligations or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being (within the meaning of Section 736 of the Companies Act 1985) in relation to the Company its holding company, or another subsidiary of such holding company or a subsidiary of the Company, or which is controlled by the same persons as control the Company or which is associated with the Company in business or otherwise.
- (12) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration (if any) as the company may think fit.
- (13) To establish or promote or concur in establishing or promoting any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or interests thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures, debenture stock or other securities of any such company or companies.
- (14) To amalgamate or enter into partnership with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

- (15) To pay all expenses incident to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company promoted wholly or in part by this Company.
- (16) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (17) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or of any company which is a subsidiary of the Company or is allied to or is associated with the Company or any such subsidiary company or the relations, connections or dependants of any such persons, and to pay or contribute to insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares in the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may seem likely, directly or indirectly to further the objects of the Company or the interests of its members.
- (19) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company but so that no distribution

amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (20) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others; and to accept property on trust and to act as trustee, executor, administrator or attorney either gratuitously or otherwise.
- (21) To procure the Company to be registered or incorporated in any part of the world.
- (22) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

## SCHEDULE B

### Articles

Registered no. 277260

Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

DAVID MORRIS TECHNOLOGY LIMITED

#### 1 PRELIMINARY AND INTERPRETATION

1.1 The regulations in Table A ("Table A") scheduled to the Companies (Tables A to F) Regulations 1985 (as amended at the date of the adoption of these Articles) shall apply to the Company except where they are excluded or varied by or inconsistent with these Articles.

1.2 In these Articles the following expressions have the following meanings:

"A Share"	: an "A" ordinary share of £1 in the capital of the Company as provided for by these Articles;
"B Share"	: a "B" ordinary share of £1 in the capital of the Company as provided for by these Articles;

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<sup>1</sup> adopted by special resolution passed on 7th April 1995

## 2 SHARE CAPITAL

- 2.1 The authorised share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 500 A Shares and 500 B Shares.
- 2.2 The A Shares and the B Shares shall be separate classes of shares but, except as mentioned in these Articles, shall rank pari passu in all respects.
- 2.3 The authorised share capital of the Company shall consist only of A Shares and B Shares in equal proportions. Unissued shares in the capital of the Company for the time being shall be issued only on identical terms and so that the issued share capital of the Company shall consist of equal numbers of A Shares and B Shares.
- 2.4 After the first issue of shares made by the directors no share of any class shall be issued except with the consent in writing of all the members.

## 3 LIEN

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person, whether alone or jointly with any other person or persons, for all debts and liabilities payable by him or his estate to the Company.

The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply.

## 4 TRANSFER OF SHARES

No share of either class shall be transferable except as follows and Regulation 24 of Table A shall be modified accordingly:-

- 4.1 To a member holding shares of the same class; or
- 4.2 By a member to such member's holding company or a subsidiary of such holding company of the member. For the purposes hereof, the term holding company shall mean any company which owns all of the shares



of the member company or which owns all of the shares of any company or companies which owns or together own all of the shares of the member company or otherwise ultimately owns all of the shares of any holding company of the member company and the term subsidiary shall mean any company all of whose shares are owned by the member company's holding company or ultimate holding company. If the transferee ceases to be a member of the same group as the transferor the transferee shall be bound to notify the directors in writing forthwith that such an event has incurred and unless within 14 days after such event the relevant shares have been transferred to the transferor or a member of the same group as the transferor the transferee company shall be bound to transfer the relevant shares to the transferor forthwith when required in writing by the directors so to do at a price to be agreed between the transferor and the transferee or failing such agreement at a fair price determined by the auditors for the time being of the company whose decision shall be final and binding: or

- 4.3 To any body corporate or person with the prior consent in writing (delivered to the Company) of all the other members of the Company: or
- 4.4 From a member holding shares of one class to a member holding shares of another class.

## 5 VARIATION OF RIGHTS

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied by special resolution of the Company in general meeting and with the consent in writing of the holders of at least three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be a person or persons holding or representing by proxy at least one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

## GENERAL MEETINGS

The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than twenty-eight days after receipt of the requisition. Regulation 37 of Table A shall not apply.

## PROCEEDINGS AT GENERAL MEETINGS

- 7.1 Two members present in person or by proxy (or, in the case of a member being a corporation, by duly authorised representative) shall be a quorum at any general meeting, but so that such quorum shall throughout the meeting include one person being or representing a holder of A Shares and one person being or representing a holder of B Shares. Regulation 40 of Table A shall be modified accordingly.
- 7.2 A poll may be demanded by the chairman or any member present in person, by proxy or by duly authorised representative and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 7.3 The chairman shall not be entitled to a casting vote. Regulation 50 of Table A shall not apply.
- 7.4 In the case of a corporation, a resolution in writing may be signed on its behalf by one of its directors, its secretary or other duly authorised officer or representative. Regulation 53 of Table A shall be extended accordingly.

## VOTES OF MEMBERS

- 8.1 On a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for each A Share of which he is the holder and one vote for each B Share of which he is the holder provided that:
- 8.1.1 no shares of either class shall confer any rights to vote upon a resolution for the removal from office of a director appointed or deemed to have been appointed by holders of shares of the other class; and



- 8.1.2 if at any meeting a holder of any share of either class is not present in person, by proxy or, in the case of a holder being a corporation, by duly authorised representative the votes exercisable on a poll in respect of the shares of that class held by members present in person, by proxy or, in the case of a holder being a corporation, by duly authorised representative shall be increased so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares if all the holders of that class of shares were present.

Regulation 54 of Table A shall not apply.

- 8.2 An instrument appointing a proxy or duly authorised representative (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy of it) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office of the Company) at least one (1) hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken other than at, or on the same day as, the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy or appointment of duly authorised representative shall not be treated as valid until such delivery shall have been effected. An instrument appointing a proxy or duly authorised representative may, in the case of a corporation, be signed on its behalf by one of its directors, its secretary or other duly authorised officer or representative. Regulation 62 shall not apply.

## 9 NUMBER OF DIRECTORS

The maximum number of directors shall be four (4) or such other even number as the Company may from time to time by ordinary resolution decide. Regulation 64 of Table A shall not apply.

**ALTERNATE DIRECTORS**

- 10.1 The respective holders of a majority of each of the A Shares and the B Shares may at any time appoint any person (including another director) to be the alternate director of an "A" Director or a "B" Director (as appropriate) and may at any time terminate such appointment. An alternate may be appointed either generally or for a specific meeting or meetings or for a specific purpose or purposes. Any such appointment or termination of appointment shall be effected in the like manner as provided in article 13. The same person may be appointed as the alternate director of more than one director. Regulations 65 to 68 inclusive of Table A shall not apply.
- 10.2 The appointment of an alternate director shall terminate on the happening of any event which, if he were a director, would cause him to vacate his office, or if the director of whom he is the alternate ceases to be a director.
- 10.3 An alternate director shall be entitled to receive notices of all meetings of the directors and of all committees of directors of which the director for whom he is the alternate is a member, to attend and vote and be counted in the quorum at any such meeting at which the director for whom he is the alternate is not personally present and generally to perform all the functions of the director for whom he is the alternate in his absence and the provisions of these Articles shall apply as if he were a director of the relevant class.

**POWERS OF DIRECTORS**

The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director or former director who has held any salaried office or place of profit with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or any such subsidiary or to any member of his family (including a spouse and a former spouse) or to any person who is or was dependent on him and may (before as well as after he ceases to hold such office or place of profit) make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance and may make payments for or towards the provision by means of insurance or otherwise

of benefits for any such person. Regulation 87 of Table A shall be extended accordingly.

## 12 DELEGATION OF DIRECTORS' POWERS

A committee of the directors must include at least one "A" Director and one "B" Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one "A" Director and one "B" Director. Regulation 72 of Table A shall be modified accordingly.

## 13 APPOINTMENT OF DIRECTORS

- 13.1 The holders of a majority of the issued A Shares may from time to time appoint any person to be a director but so that not more than that number of persons which shall be equal to one half of the maximum number of directors permitted by article 9 shall at any time hold office by virtue of an appointment under this article 13.1. Each person holding office pursuant to this article 13.1 shall be designated as an "A" Director.
- 13.2 Each "A" Director shall hold office subject to article 14 and may at any time be removed from office by the holders of a majority of the issued A Shares.
- 13.3 The holders of a majority of the issued B Shares may from time to time appoint any person to be a director but so that not more than that number of persons which shall be equal to one half of the maximum number of directors permitted by article 9 shall at any time hold office by virtue of an appointment under this article 13.3. Each person holding office pursuant to this article 13.3 shall be designated as a "B" Director.
- 13.4 Each B Director shall hold office subject to article 14 and may at any time be removed from office by the holders of a majority of the issued B Shares.
- 13.5 Any such appointment or removal by the holders of a majority of the relevant class of shares shall be in writing served on the Company and signed by the holders of a majority of the issued A Shares or B Shares (as the case may be). In the case of a corporation such document may be signed on its behalf by a director or its secretary or by its duly appointed attorney or duly authorised representative. Such appointment

or removal shall take effect upon its receipt at the registered office of the Company. Regulations 73 to 80 inclusive of Table A shall not apply.

- 13.6 No director shall be appointed except as provided in these Articles. Regulation 90 of Table A shall be modified accordingly.

#### 14 DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated in any of the events specified in regulation 81 of Table A and also if he shall be removed from office by the holders of a majority of the relevant class of shares.

#### 15 PROCEEDINGS OF DIRECTORS

- 15.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and manner of despatching business as they think fit. A director may, and a secretary at the request of a director shall, call a meeting of directors. A quorum for a meeting of the directors shall throughout the meeting be at least one "A" Director and one "B" Director. Notice of every meeting of directors shall be given to each director including directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom. Regulations 88 and 89 of Table A shall not apply.

- 15.2 Questions arising at any meeting of the directors or of any committee shall be decided by a majority of the votes of the directors present and the chairman shall have no second or casting vote provided that if at any meeting of the directors or any committee:

15.2.1 any "A" Director is not present in person or represented by an alternate director, the votes of the "A" Director or "A" Directors present in person or represented by an alternate director shall be increased so that such "A" Director or "A" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "A" Directors if they were all present; and

15.2.2 any "B" Director is not present in person or represented by an alternate director, the votes of the "B" Director or "B" Directors present in person

or represented by an alternate director shall be increased so that such "B" Director or "B" Directors shall be entitled to cast the same aggregate number of votes as could be cast by the "B" Directors if they were all present.

- 15.3 Unless otherwise agreed by all of the directors in any particular case, at least fourteen (14) days' notice in writing of every meeting shall be given to each director or his alternate director, including any director or alternate director who may for the time being be absent from the United Kingdom provided that such director or alternate director shall have given the Company his address outside the United Kingdom.
- 15.4 A resolution in writing signed or approved by letter, telex or facsimile transmission by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, or their alternates. Regulation 93 of Table A shall not apply.
- 15.5 Any director may participate in a meeting of the directors or of any committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 15.6 Provided that a director (or his alternate) declares that director's interest in a contract, transaction or arrangement (whether actual or proposed) with the Company in the manner provided by section 317 of the Act, a director, notwithstanding that he (or his alternate) or any person connected with him (or his alternate) has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of such contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94 to 98 inclusive of Table A shall not apply.

## 16 THE SEAL

Where the Act permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect

as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

## 17 ACCOUNTS

Any member shall be entitled to inspect the accounting records and other books and papers of the Company. Regulation 109 of Table A shall not apply.

## 18 CAPITALISATION OF PROFITS

The directors may, with the sanction of an ordinary resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the holders of A Shares and B Shares in the proportions in which such sum would have been divisible among them had the same been a distribution of profits by way of dividend and:

18.1 on behalf of the holders of A Shares, apply that part of such sum distributable among them in paying up in full unissued A Shares for allotment and distribution, credited as fully paid up at par, to and among them: and

18.2 on behalf of the holders of B Shares, apply that part of such sum distributable among them in paying up in full unissued B Shares for allotment and distribution, credited as fully paid up at par, to and among them:

in the proportions specified above. The directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, and shall have full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions by which the benefit of fractional entitlements accrues to the Company rather than to the members concerned). Regulation 110 of Table A shall be modified accordingly.

## 19 NOTICES



- 19.1 Any notice required or permitted under these Articles shall (unless otherwise provided) be in writing and shall be sufficiently given if given personally or sent by first class pre-paid mail (or pre-paid air mail if the addressee is outside the country of mailing) (in the case of the Company) to the registered office of the Company or (in the case of a member, director or any other person) to such other address, inside or outside the United Kingdom, as shall have been notified for the purpose or to such other address as may from time to time be designated by the Company or any person. Regulation 111 of Table A shall not apply.
- 19.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient to all the joint holders of such share. Regulation 112 of Table A shall not apply.
- 19.3 Any notice served pursuant to any provision of these Articles shall be in the English language and shall be deemed to have been received and given (a) in the case of first class pre-paid mail two days after the date of mailing and (b) in the case of pre-paid air mail, five days after the date of mailing. Regulation 115 of Table A shall not apply.

## 20 INDEMNITY

- 20.1 Subject to the provisions of the Act, every director, or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.
- 20.2 To the extent permitted by the law the directors may arrange insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any director, or other officer or auditor of the Company in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as director, officer or auditor.