

COMPANY NO: 09137965

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

JUST FOR LONDON LIMITED

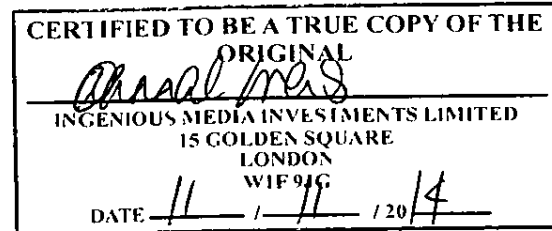
CIRCULATION DATE: 27 October 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (together the **Special Resolutions**)

- 1 **THAT** the new Articles of Association in the form annexed hereto be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company
- 2 **THAT** subject to the passing of the above resolution the shares of £0.01 each in the capital of the company (representing the current total issued share capital of the Company) currently held by GetComedy Limited, Juste Pour Rire International, Inc , PBJ Management Limited and David Harries be re-designated as 220 'B' Ordinary Shares held by GetComedy Limited, 110 'C' Ordinary Shares held by Juste Pour Rire International, Inc , 92 'D' Ordinary Shares held by PBJ Management and 18 'D' Ordinary Shares held by David Harries subject to the conditions, rights and obligations as set out in the Articles of Association adopted pursuant to the resolution 1 above
- 3 **THAT** subject to the passing of the above resolutions the directors of the Company be authorised to allot and issue the following additional fully paid shares on the date of this Resolution as follows -

Name of Applicant	Number and class of Shares	Subscription Monies (£)
Ingenious Entertainment VCT 1 plc	110 'A' Ordinary Shares	£150,000
Ingenious Entertainment VCT 2 plc	110 'A' Ordinary Shares	£150,000

**AGREEMENT:**



WEDNESDAY



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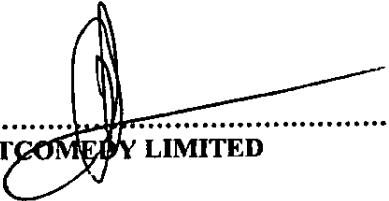
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COMPANIES HOUSE

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

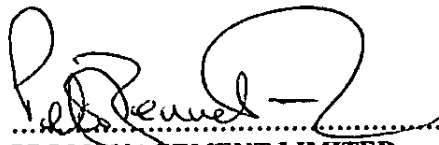
The undersigned, a person entitled to vote on the Special Resolutions on *27 October* 2014, hereby irrevocably agrees to the Special Resolutions

  
.....  
**GETCOMEDY LIMITED**


*27/10/2014*  
.....  
**DATE**

  
.....  
**JUSTE POUR RIRE INTERNATIONAL, INC.**

*27/10/2014*  
.....  
**DATE**

  
.....  
**PBJ MANAGEMENT LIMITED**

*27/10/2014*  
.....  
**DATE**

  
.....  
**DAVID HARRIES**

*27/10/2014*  
.....  
**DATE**

## NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only one of the Special Resolutions. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.

- By Hand delivering the signed copy to Company Secretary, Just For London Limited, c/o 15 Golden Square, London W1,
- Post returning the signed copy by post to Company Secretary, Just For London Limited, c/o 15 Golden Square, London W1,
- Fax faxing the signed copy to Paul Bedford marked "For the attention of Company Secretary of Just For London Limited"

If you do not agree with the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement
3. Unless, within 28 days of the circulation date of the Special Resolutions sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date

**Companies Act 2006  
Articles of Association**

**of**

**Just For London Limited  
(the "Company")**

**Company number: 09137965**

**A private company limited by shares**

**Adopted by resolution passed on** *27 October* **2014**

23 Directors' remuneration

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26. Rights and responsibilities of alternates.

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## **PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY**

### **1 Defined terms**

In the articles—

“A Ordinary Shares” means the A Ordinary Shares of £0.01 each in the capital of the Company,

“alternate” or “alternate director” has the meaning given in article 25;

“appointor” has the meaning given in article 25,

“articles” means the Company’s articles of association for the time being in force,

“B Ordinary Shares” means the B Ordinary Shares of £0.01 each in the capital of the Company;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“board” means the board of directors of the Company from time to time (or any duly authorized committee thereof);

“business day” means a day other than a Saturday or Sunday, on which banks are open for the transaction of general banking business in London,

“C Ordinary Shares” means the C Ordinary Shares of £0.01 each in the capital of the Company;

“chairman” has the meaning given in article 14;

“chairman of the meeting” has the meaning given in article 48,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“clear days” is excluding the day on which notice is given and the day on which the notice period expires,

“D Ordinary Shares” means the D Ordinary Shares of £0.01 each in the capital of the Company,

“director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“distribution recipient” has the meaning given in article 39,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“eligible director” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not be counted in respect of the particular matter),

## **2 Liability of members**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

## **3 Overriding provisions**

3 1 Notwithstanding the provisions of these articles the directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with and give effect to any Relevant Agreement

3 2 Where the approval, agreement or consent of any shareholder or director is required under any provision of these articles to any particular matter, such approval, agreement or consent may be given subject to such terms and conditions as that shareholder or director may require and any breach of such terms and conditions shall ipso facto be deemed to be a breach of these articles.

## **4 Representatives**

These articles shall be binding upon and (except as otherwise provided herein) shall enure for the benefit of each shareholder's representative.

## **PART 2 - DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

## **5 Directors' general authority**

Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the company

## **6 Shareholders' reserve power**

6 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

## **7 Directors may delegate**

7.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney or otherwise),
- (c) to such an extent,
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 11 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 11 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 12 Participation in directors' meetings**
- 12 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
  - (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 12 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- 12 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 13 Quorum for directors' meetings**
- 13 1 The quorum for the transaction of the business of the directors shall be all the directors that may from time to time be appointed in accordance with articles 21 1, 21 2, 21 3 and 21.34 (or their respective alternates)
- 13 2 Unless all the directors indicate their willingness to accept shorter notice of a meeting of directors, at least five days' notice except in the case of emergency must be given. Every notice of a meeting of the directors required to be given under these articles may be given orally, served personally or sent by courier or prepaid letter post to the address notified from time to time by each director for the purpose to the secretary of the Company or by facsimile transmission or using electronic communications to the address for the time being supplied by each director for the purpose to the secretary of the Company, if sent to an address outside the United Kingdom, the notice shall be sent by courier, electronic communication or facsimile transmission
- 13 3 In the event that at any duly convened meeting of the directors the meeting is not so quorate, or if during a meeting such a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day, and at such other time and place as all the directors may agree in writing) and at such adjourned meeting the quorum shall be all the directors that may from time to time be appointed in accordance with articles 21 1, 21 2, 21 3 and 21 4.
- 13 4 All business arising at any meeting of the directors or of any committee of the directors shall be determined only by resolution passed by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote

the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006

**16 Records of decisions to be kept**

- 16.1 Appropriate complete minutes of each meeting of the directors shall be maintained by the Company and copies thereof distributed to the directors as soon as reasonably practicable after the meeting shall have been held
- 16.2 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors
- 16.3 Those minutes, if purported to be signed by the chairman of the meeting to which they relate or by the company secretary (if any), shall be sufficient evidence of the facts stated in them without any further proof

**17 Proposing director's written resolutions**

- 17.1 Any director may propose a directors' written resolution
- 17.2 The secretary (if any) must propose a directors' written resolution if a director so requests
- 17.3 A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.
- 17.4 Notice of a proposed directors' written resolution must indicate:
  - (a) the proposed resolution, and
  - (b) the time by which it is proposed that the directors should adopt it.

**18 Adoption of directors' written resolutions**

- 18.1 A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting.
- 18.2 It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 18.3 Once a directors' written resolution has been adopted, it must be treated as if it were a decision taken at a directors' meeting in accordance with the articles.

**19 Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

**APPOINTMENT AND RETIREMENT OF DIRECTORS**

21.8 The directors shall not be subject to retirement by rotation.

21.9 No director shall be appointed otherwise than as provided in these articles.

## **22 Termination of director's appointment**

A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

## **23 Directors' remuneration**

The ordinary remuneration of the directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree, or, failing agreement, equally, except that any director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office

## **24 Directors' expenses**

The Company may pay any reasonable expenses which the directors (including alternate directors) and the company secretary properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

## **ALTERNATE DIRECTORS**

- (c) shall not be counted as more than one director for the purposes of articles 26 3(a) and 26 3(b)
- 26.4 A director who is also an alternate director is also entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but not shall not count as more than one director for the purposes of determining whether a quorum is present
- 26 5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

## **27 Termination of alternate directorship**

An alternate director's appointment as an alternate terminates—

- (a) when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor, or
- (d) when the alternate's appointor's appointment as a director terminates

## **PART 3 - SHARES AND DISTRIBUTIONS**

### **SHARES**

#### **28 Share capital**

- 28.1 The share capital of the Company at the date of adoption of these articles is divided as to 33.33% A Ordinary Shares, 33.33% B Ordinary Shares, 16 66% C Ordinary Shares and 16 67% D Ordinary Shares (permitting rounding)
- 28.2 The A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be separate classes of shares and shall rank *pari passu* in all respects, save only as otherwise expressly provided in these articles
- 28.3 Unless otherwise agreed in writing by the shareholders, any new shares issued to a holder of A Ordinary Shares shall be A Ordinary Shares, any new shares issued to a holder of B Ordinary Shares shall be B Ordinary Shares, any new shares issued to a holder of C Ordinary Shares shall be C Ordinary Shares and any new shares issued to a holder of D Ordinary Shares shall be D Ordinary Shares.
- 28.4 The Company shall not have power to issue share warrants to bearer

- (a) pursuant to sections 684 and 687 of the Companies Act 2006 to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders on such terms and in such manner as shall be provided by the articles of the Company,
- (b) pursuant to section 690 of the Companies Act 2006 to purchase its own shares (including any redeemable shares),
- (c) pursuant to sections 709 and 710 of the Companies Act 2006 to make a payment out of capital in respect of such redemption or purchase

### **31 Alteration of share capital**

Except with the prior written consent of all the shareholders the directors may only issue, alter or amend the share capital of the Company in such a manner as to maintain the proportions specified in article 28.1.

### **32 Transfer of shares**

32 1 No shareholder shall dispose of any interest in, or right attaching to, or renounce or assign any right to receive or subscribe for any share (save as may be required in pursuance of his obligations under these articles or any Relevant Agreement) or create or permit to exist any charge, lien, encumbrance or trust over any share or agree (whether subject to any condition precedent, condition subsequent or otherwise) to do any of such things except (but subject always to article 32 3 and article 35)—

- (a) as permitted by article 33, or
- (b) as permitted by article 34

32 2 For the purpose of ensuring that a particular transfer of shares is permitted under these articles any shareholder may require the transferor or the person named as transferee in any transfer lodged for registration to furnish him and the directors with such information and evidence as such shareholder may think reasonably necessary or relevant. Failing such information or evidence being furnished to the reasonable satisfaction of such shareholder within a period of 28 days after such request the directors shall, unless such shareholder otherwise directs, refuse to register the transfer in question.

32 3 The directors shall not refuse to register any transfer of a share which is permitted under these articles but may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share which would otherwise be permitted hereunder if it is a transfer of a share (not being a fully paid share) to a person of whom they shall not approve and shall in any event refuse to register the transfer of a share which is prohibited by any Relevant Agreement.

### **33 Permitted transfers**

Any shareholder may at any time transfer all or any of his shares to any person with the prior written consent of the holder(s) of the majority of the A Ordinary Shares, the holder(s) of the majority of the B Ordinary Shares, the holder(s) of the majority of the C Ordinary Shares and the holder(s) of the majority of the D Ordinary Shares.

- (b) be otherwise executed in accordance with the Companies Acts

**37 Replacement share certificates**

37.1 If a certificate issued in respect of a shareholder's shares is—

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

37.2 A shareholder exercising the right to be issued with such a replacement certificate—

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
- (c) must comply with such conditions as to evidence and indemnity as the directors decide

**DIVIDENDS AND OTHER DISTRIBUTIONS**

**38 Procedure for declaring dividends**

38.1 Subject to Article 29, the Company may by ordinary resolution declare dividends, and the directors may decide to declare and/or pay interim dividends

38.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors

38.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights

38.4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

38.5 Except as otherwise provided by the articles or the rights attached to shares, all dividends must be—

- (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
- (b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid

38.6 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.

40.2 Money so deducted must be used to pay any of the sums payable in respect of that share

40 3 The Company must notify the distribution recipient in writing of—

- (a) the fact and amount of any such deduction,
- (b) any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction, and
- (c) how the money deducted has been applied.

#### **41 No interest on distributions**

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of that share and the Company.

#### **42 Unclaimed distributions**

42.1 All dividends or other sums which are—

- (a) payable in respect of shares, and
- (b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.

42.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it

42.3 If—

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and
- (b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

#### **43 Non-cash distributions**

43 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

**46 Attendance and speaking at general meetings**

- 46.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 46.2 A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 46.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 46.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 46.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

**47 Quorum for general meetings**

- 47.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 47.2 Two shareholders present in person or by proxy or a duly authorised representative of a body corporate shall be a quorum provided that one shareholder shall be a holder of A Ordinary Shares and one shall be a holder of B Ordinary Shares
- 47.3 An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative
- 47.4 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting

**48 Chairing general meetings**

- 48.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 48.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present; or
  - (b) (if no directors are present), the meeting,

- (b) containing the same information which such notice is required to contain

50 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **51 Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### **52 Errors and disputes**

52.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

52 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

### **53 Poll votes**

53 1 A poll may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

53 2 A poll may be demanded by—

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution

53 3 A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

53 4 Polls must be taken in such manner as the chairman of the meeting directs

### **54 Content of proxy notices**

54.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the shareholder appointing the proxy,

- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

56.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

56.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman of the meeting's error does not invalidate the vote on that resolution.

#### **57 Shareholder written resolutions**

Any written resolution of the shareholders may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative

### **RESTRICTIONS ON MEMBERS' RIGHTS**

#### **58 No voting on shares on which money owed to Company**

No voting rights attached to a share may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the Company in respect of that share have been paid.

### **PART 5 - ADMINISTRATIVE ARRANGEMENTS**

#### **59 Means of communication to be used**

59.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

59.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

59.3 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent provided that such specified time is not more than 48 hours

#### **60 Notices**

A notice sent by post shall be deemed to be given at the time when the same was posted

- (b) a “relevant officer” means any director or other officer or former director or former officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006)

**64 Insurance**

64.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

64.2 In this article—

- (a) a “relevant officer” means any director or other officer or former director or former officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate