

Company No. 00314272

Circulation Date: 2 March 2009

**PRIVATE COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS OF THE SOLE SHAREHOLDER**  
**OF**  
**PREMIER INTERNATIONAL FOODS UK LIMITED**  
**(the "Company")**

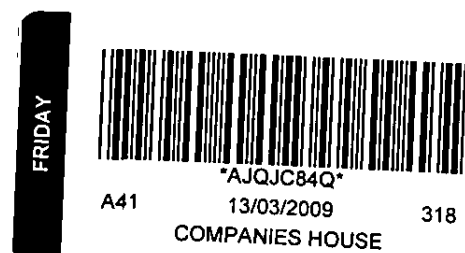
We, the undersigned, being the sole member of the Company who at the circulation date of these resolutions has for the time being the right to attend and vote at general meetings of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agree that the following resolutions are proposed as Special Resolutions by the sole member of the Company and shall for all purposes be as valid and effective as if they had been passed as Special Resolutions at a General Meeting of the Company duly convened and held:

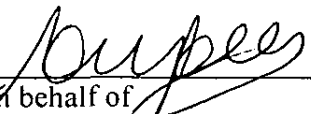
**THAT** the articles of association of the Company be amended by inserting a new Article 5A stating:

**"LIEN ON SHARES EXCLUDED FOR SECURED INSTITUTIONS**

- 5A. Any lien on any shares which the Company has pursuant to Regulation 8 of Table A shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution or such chargee's nominee, a subsidiary of a bank or financial institution or such chargee's nominee."

*[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]*



  
For and on behalf of  
**Premier Financing Limited**

Name: **ANDREW MICHAEL PRELER** Date: **2 MARCH** 2009

## NOTES

1. The Documents were available for inspection.
2. Please indicate your approval of this resolution by signing this document above your name and dating it below the resolution and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

By post: returning the signed copy by post to Simon Wilbraham, Premier House, Centrium Business Park, Griffiths Way, St. Albans AL1 2RE.

Before returning the original by post, please also attach a scanned copy of the signed document to an e-mail and send it to [Andrew.Bishop@weil.com](mailto:Andrew.Bishop@weil.com).

If you do not agree with 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 a resolution, you may not revoke your agreement.
4. Where, within 28 days of the day of circulation of this resolution, insufficient 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 within 28 days of the day of circulation of this resolution.
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 COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION  
OF  
PREMIER BRANDS U.K. LIMITED

1. The name of the Company is "WM. P. HARTLEY LIMITED."\*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on business as a general commercial company, to promote, establish, develop and carry on any business, activity or trade whatsoever and to do anything of any nature which in the opinion of the Company or its Directors is or may be capable of being conveniently carried on or done in connection with the business of the Company or which might directly or indirectly enhance the value of or render more profitable all or any part of the Company's undertaking, property, rights or assets or which might otherwise advance the interests of the Company or of its members.
  - (2) To purchase acquire and take over the whole or any part of the assets liabilities and undertaking of Wm. P. Hartley (London and Aintree) Limited (in Liquidation) and with a view thereto to enter into and carry into effect with or without modification the Agreement a draft of which has already been prepared and expressed to be made between Wm. P. Hartley (London and Aintree) Limited and the Liquidators thereof of the one part and the Company of the other part a copy whereof has, for the purpose of identification, been subscribed by Rowntree & Ritson.

---

\* The Company was incorporated on 18th May 1936 as Wm. P. Hartley Limited. The name of the Company was changed to Chivers-Hartley Limited on 15th November 1963, to Schweppes (Foods) Limited on 2nd January 1967, to Cadbury Schweppes Foods Limited on 4th January 1970, to Cadbury Typhoo Limited on 31st December 1979 and to Premier Brands U.K. Limited on 9th May 1986.

- (3) To carry on the businesses of growers, raisers, producers, manufacturers, curers, buyers and sellers (both wholesale and retail) importers and exporters of every kind of fruit and garden produce, cereals, live and dead stock, preserves, jams, jellies, marmalade, orange, lemon and citron peel, candied and canned fruit and vegetables, confectionery, sweets, sauces, pickles, condiments and canned meats and any other kind of food or similar productions, and to carry on all of the said trades or businesses either as growers, merchants, manufacturers, brokers or commission agents.
- (4) To manufacture, buy, sell and deal in fruit essences, mineral waters, cordials, liquors, soups, broths and other foods.
- (5) To carry on business as market gardeners, farmers, cow-keepers and millers.
- (6) To manufacture, buy, sell, treat and deal in all kinds of plant machines apparatus tools utensils commodities materials substances articles and things necessary or useful for carrying on any of the above businesses or usually dealt in by persons engaged in the like.
- (7) To carry on any other trades or businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (8) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (9) To purchase or otherwise acquire for any estate or interest any property or assets whether real or personal, moveable or immoveable, or any concessions, licenses, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (10) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, including therein roads, ways, railways, tramways, carrying or transport undertakings, by land, water or air, stations, aerodromes, docks, harbours, piers, wharves, canals, reservoirs, water rights, waterworks, water-courses, bridges, flumes, irrigations, embankments, hydraulic works, drainage, iron, steel, ordnance, engineering works and improvement works, gas-works, electrical works, telegraphs,

telephones, cables, timber rights, saw-mills, paper and pulp mills, crushing mills, smelting works, quarries, collieries, coke ovens, foundries, furnaces, factories, warehouses, hotels, viaducts, aqueducts, markets, exchanges, mints, ships, lighters, postal services, newspapers and other publications, breweries, stores, shops, churches, chapels, public and private buildings, residences, places of amusement, recreation or instruction, or any other works, whether of the foregoing nature or not, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or super-intendence thereof respectively, provided that no telegraph, telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

- (11) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (12) To borrow and 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 and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (13) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (14) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm or corporation carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
- (15) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (16) To lend money to and guarantee the performance of the contracts or obligations of any company firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock,

shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

- (17) To sell, lease, grant licences, easements and other rights over, 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 stocks, shares or securities of any other company whether fully or partly paid up.
- (18) To undertake and transact all kinds of trust and agency business.
- (19) To establish competitions, and to offer and grant prizes, rewards, and premiums, and to provide for and furnish or secure to any members or customers of the Company, or to the holders of any coupons or tickets issued by or for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise and to advertise in the Press and by circulars and by purchase and exhibition of works of art and interest and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.
- (20) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (21) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (22) 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 be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (23) To grant pensions or gratuities to any employees or ex-employees or officers (including Directors) or ex-officers (including ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to pay or contribute to insurance schemes having such object and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be

held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of 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.

- (24) To distribute among the members of the Company in specie any property of the Company.
- (25) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (26) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

- \*\*\* \* 5. The share capital of the Company is £100 divided into 400 Shares of 5s. each.

---

\* The capital of the Company has been increased and on the 1st January, 1964, was £1,000,000 divided into 1,000,000 Ordinary Shares at £1 each.

\*\* The share capital of the Company was altered from £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each to £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each by Special Resolution of the Company passed on 13th December 1990.

\*\*\* The share capital of the Company was altered from £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each to £50,000,000 divided into 50,000,000 Ordinary Shares of £1 each by Special Resolution of the Company passed on 9th December 1992.



Wt., 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	No. of Shares taken by each Subscriber
CHRISTIANA HARTLEY 4, Lord Street West, Southport. <i>Justice of the Peace.</i>	One
W. HARTLEY HIGHAM "Wayside", Westcliffe Rd., Birkdale. <i>Manufacturer.</i>	One

DATED the First day of May, 1936.

Witness to the above signatures:-

JOHN GEORGE RITSON,

Solr., Oldham.

# 02-09-99

'A'

.. Company No. 314272

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION  
OF  
PREMIER BRANDS UK LIMITED

Adopted by special resolution passed on 6 August 1999

WEIL, GOTSHAL & MANGES

# 02 - 09 - 99

Company No. 314272

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

PREMIER BRANDS UK LIMITED

Adopted by special resolution passed on *6 August* 1999

## PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles.
- (B) The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply. The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified. The regulations of Table A numbered 88, 89, 91 and 93 are excluded if and for so long as there is a sole director of the Company. The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company has only one member. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company.
- (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

## PRIVATE COMPANY

2. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

# 02 - 09 - 99

## SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these articles is £50,000,000 divided into 50,000,000 ordinary shares of £1 each.
4. (A) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.  
  
(B) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting.  
  
(C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of this article.  
  
(D) By the authority conferred by paragraph (B), the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
5. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act do not apply to any allotment of the Company's equity securities.

## TRANSFERS OF SHARES

6. Notwithstanding anything contained in the Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by a nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by an official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

## GENERAL MEETINGS

7. Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

## NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days'

notice. All other extraordinary general meetings must be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

## PROCEEDINGS AT GENERAL MEETINGS

- 9. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.
- 10. Regulation 53 of Table A is modified by the addition at the end of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly."

## VOTES OF MEMBERS

- 11. Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".
- 12. Regulation 59 of Table A is modified by the addition at the end of the following sentence: "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.".
- 13. An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor.
- 14. Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

## NUMBER OF DIRECTORS

15. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

## ALTERNATE DIRECTORS

16. A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors, and regulation 65 is modified accordingly.
17. Regulation 68 of Table A is modified by the addition at the end of the following sentence: "Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors."

## DELEGATION OF DIRECTORS' POWERS

18. Regulation 72 is modified by the addition at the end of the regulation of the following sentence: "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee."

## APPOINTMENT AND REMOVAL OF DIRECTORS

19. The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in regulations 67 and 84 to retirement by rotation must be disregarded.
20. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
21. A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.
22. No person is incapable of being appointed a director by reason of his having reached the age of 70 or another age. No special notice is required in connection with the appointment or the approval of the appointment of such person. No director is required to vacate his office at any time because he has reached the age of 70 or another age and section 293 of the Act does not apply to the Company.
23. The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice.

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director is vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; or
  - (d) he resigns his office by notice to the Company; or
  - (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
  - (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors; or
  - (g) he is removed from office by notice given by a member or members under article 23.

## REMUNERATION OF DIRECTORS

25. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide.

## PROCEEDINGS OF DIRECTORS

26. Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively."
27. A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

28. If and for so long as there is a sole director of the Company:
- (a) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
  - (b) for the purpose of regulation 89 of Table A the quorum for the transaction of business is one; and
  - (c) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).
29. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted.

## DIVIDENDS

30. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

## CAPITALISATION OF PROFITS

31. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

## NOTICES

32. Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following: "A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address."
33. A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:
- (a) 24 hours after posting, if pre-paid as first class, or
  - (b) 48 hours after posting, if pre-paid as second class.

A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.



34. Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

## INDEMNITY

35. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred:
- (a) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
  - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
36. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:
- (a) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or
  - (b) trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,

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

## SOLE MEMBER

37. If and for so long as the Company has only one member:
- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
  - (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
  - (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
  - (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).