

Company Registration No 905237

THE COMPANIES ACT 2006

Company Limited by Shares

Written Resolutions

Of

Nurofen Limited

The following resolutions were passed as resolutions of the Company on 29th September 2011 pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTIONS

- 1 THAT the existing authorised share capital of the Company, being £100 00 consisting of 100 Ordinary shares of £1 00 each, be increased to a limitless authorised share capital and that any such further creation of shares shall have the rights and shall be subject to the restrictions as set out in the Company's Articles of Association.
- 2 That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum amount of 1,000,000 shares at the date of the adoption of new Articles of Association pursuant to resolution 3 below provided that the authority hereby given shall expire 5 years after the adoption of the new Articles of Association unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

SPECIAL RESOLUTION

- 3 THAT, in accordance with s570 of the Companies Act 2006 and subject to specific provisions in the Articles of Association, the Directors be authorised to allot equity shares of the Company as if s561 of the Companies Act 2006 did not apply
- 4 THAT the Articles of Association submitted to the members with these written resolutions, and for the purpose of identification signed by the Company Secretary, be approved and adopted as the Articles of Association of the Company, the effective date being the date the requisite majority is obtained in accordance with the provisions of Chapter 2 of Part 12 of the Companies Act 2006, in substitution for and to the exclusion of all the previously existing articles



Secretary

Nurofen Limited
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Slough
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COMPANIES HOUSE

The Companies Act 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NUROFEN LIMITED

Registration No: 905237

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms and Interpretation

1.1 In these articles, unless the context requires otherwise

- 1 1 1** "**articles**" means the company's articles of association,
- 1 1 2** "**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,
- 1 1 3** "**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,
- 1 1 4** "**director**" means a director of the company, and includes any person occupying the position of director, by whatever name called,
- 1 1 5** "**document**" includes, unless otherwise specified, any document sent or supplied in electronic form,
- 1 1 6** "**electronic form**" has the meaning given in section 1168 of the Companies Act 2006,
- 1 1 7** "**fully paid**" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,
- 1 1 8** "**hard copy form**" has the meaning given in section 1168 of the Companies Act 2006,
- 1 1 9** "**holder**" in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

- 1.1 10 "instrument" means a document in hard copy form,
- 1 1 11 "Model Articles" mean the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles
- 1 1 12 "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,
- 1 1 13 "paid" means paid or credited as paid,
- 1 1 14 "shareholder" means a person who is the holder of a share,
- 1 1 15 "shares" means shares in the company,
- 1 1 16 "special resolution" has the meaning given in section 283 of the Companies Act 2006,
- 1 1 17 "subsidiary" has the meaning given in section 1159 of the Companies Act 2006,
- 1 1 18 "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise
- 1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company
- 1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- 1 3 1 any subordinate legislation from time to time made under it, and
- 1 3 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

2 Liability of members

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

DIRECTORS' POWERS AND RESPONSIBILITIES

3 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

4 Shareholders' reserve power

- 4.1** The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 4.2** No such special resolution invalidates anything which the directors have done before the passing of the resolution

5 Directors may delegate

- 5.1** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - 5.1.1** to such person or committee,
 - 5.1.2** by such means (including by power of attorney),
 - 5.1.3** to such an extent,
 - 5.1.4** in relation to such matters or territories, and
 - 5.1.5** on such terms and conditions, as they think fit
- 5.2** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 5.3** The directors may revoke any delegation in whole or part, or alter its terms and conditions

DECISION-MAKING BY DIRECTORS

6 Unanimous decisions

- 6.1** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 6.2** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 6.3** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

- 6.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

7 Participation in directors' meetings

- 7.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

7.1.1 the meeting has been called and takes place in accordance with the articles, and

7.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 7.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- 7.3 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

8 Quorum for directors' meetings

- 8.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- 8.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

- 8.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

8.3.1 to appoint further directors, or

8.3.2 to call a general meeting so as to enable the shareholders to appoint further directors

9 Directors' conflicts of interest

- 9.1 A director shall not be in breach of his duties under sections 171 to 177 and 182 of the Companies Act 2006 if he is connected with Reckitt Benckiser Group plc or any of its subsidiaries or otherwise owes a duty to a person which conflicts or might conflict with his duties as a director in making the decision or exercising the power

- 9.2 Where a director is in possession of Confidential Information which he believes would be materially relevant to his fellow directors in performing their functions as directors, the director shall

9.2.1 declare that fact to his fellow directors, and

9.2.2 take no part in any discussions or decisions of the directors where he believes that Confidential Information would or might be material to the exercise of the directors' powers or discretion, and

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- 9.2.3 the director shall not be under a duty to disclose the Confidential Information to his fellow directors
- 9.3 For the purposes of this article, “**Confidential Information**” means information which a director acquires otherwise than in his capacity as a director and which he is prevented from disclosing to his fellow directors by reason of a duty of confidentiality owed to another party
- 9.4 In the case of any conflict of interest for the purposes of section 175 or 182 of Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would otherwise involve a breach of duty by a director under that section including, without limitation, any matter which relates to a situation in which a director has, or could have, a direct or indirect interest which conflicts or possibly may conflict, with the interests of the Company
- 9.5 Any such authorisation will be effective only if
- 9.5.1 the matter has been proposed in writing for consideration at a meeting of the directors in accordance with their normal procedure or in such other manner as the directors may from time to time require,
- 9.5.2 any requirement as to quorum at the meeting at which the matter is considered is met without the director in question or in any other interested director, and
- 9.5.3 the matter was agreed to without their vote or would have been agreed if their votes had not been counted
- 9.6 The directors may make any such authorisation subject to any limits or conditions (whether at the time of giving the authorisation or afterwards) and may at any time vary or terminate such authorisation
- 9.7 For the purpose of these articles, a conflict of interest includes a conflict of interest and a conflict of duties
- 10 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 OF DIRECTORS

- 11 Methods of appointing directors**
- 11.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- 11.1.1 by ordinary resolution, or
- 11.1.2 by a decision of the directors

12 Termination of director's appointment

A person ceases to be a director as soon as

- 12.1.1 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,
- 12.1.2 a bankruptcy order is made against that person,
- 12.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 12.1.4 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,
- 12.1.5 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,
- 12.1.6 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

13 Directors' remuneration

- 13.1 Directors may undertake any services for the company that the directors decide
- 13.2 Directors are entitled to such remuneration as the directors determine
 - 13.2.1 for their services to the company as directors, and
 - 13.2.2 for any other service which they undertake for the company
- 13.3 Subject to the articles, a director's remuneration may
 - 13.3.1 take any form, and
 - 13.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 13.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 13.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

ALTERNATE DIRECTORS

14 Appointment and removal of alternate directors

14.1 Any director (other than an Alternate Director) may appoint as an alternate, any other director or any other person who is willing to act, to

14.1 1 Exercise that director's powers, and

14 1 2 To carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

14.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

14.3 The notice must

14 3.1 identify the proposed alternate, and

14 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

15 Rights and responsibilities of alternate directors

15.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor

15.2 Except as the articles specify otherwise, alternate directors

15 2.1 are deemed for all purposes to be directors,

15 2 2 are liable for their own acts and omissions,

15 2 3 are subject to the same restrictions as their appointors, and

15 2.4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

15.3 A person who is an alternate but not a director

15 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),

15 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

15.3.3 shall not be counted as more than one director for the purposes of articles 15 3 1 and 16 3 2

15.4 A director who is also an alternate director is 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 shall not count as more than one director for the purposes of determining whether a quorum is present

15.5 An alternate 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

16 Termination of alternate directorship

16.1 An alternate director's appointment as an alternate terminates

16.1.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

16.1.2 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,

16.1.3 on the death of the alternate's appointor, or

16.1.4 when the alternate's appointor's appointment as a director terminates

SECRETARY

17 Appointment of a Company Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

SHARE CAPITAL

18 The company's share capital

- 18.1** The share capital of the Company at the date of the adoption of these articles consist of an unlimited authorised share capital and issued share capital of £100 00 divided into 100 Ordinary shares of £1 00 each

19 Directors' authority to allot shares

- 19.1** Subject to section 551 of the Companies Act 2006, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper
- 19.2** The directors are authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum amount of 1,000,000 shares at the date of the adoption of these articles provided that the authority hereby given shall expire after 5 years unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

20 Disapplication of pre-emption rights

- 20.1** Section 561(1) of the Companies Act 2006 shall not apply to the allotment by the company of equity securities
- 20.2** "Equity securities" and "ordinary shares" shall have the same meanings as set out in section 560 of the Companies Act 2006
- 20.3** Words and expressions defined in or for the purposes of the said section 551 or the said section 561 shall bear the same meaning in this article

SHARES

21 All shares to be fully paid up

- 21.1** No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 21.2** This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

22 Powers to issue different classes of share

- 22.1** Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 22.2** The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

23 Share transfers

- 23.1** Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- 23.2** No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 23.3** The company may retain any instrument of transfer which is registered
- 23.4** The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 23.5** The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

DIVIDENDS AND OTHER DISTRIBUTIONS

24 Procedure for declaring dividends

- 24.1** The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 24.2** 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
- 24.3** No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- 24.4** 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
- 24.5** If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 24.6** The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

- 24.7** If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

25 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

25 1 1 the terms on which the share was issued, or

25 1 2 the provisions of another agreement between the holder of that share and the company

26 Non-cash distributions

- 26.1** 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)

- 26.2** For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

26 2 1 fixing the value of any assets,

26 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

26 2 3 vesting any assets in trustees

27 Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

27 1.1 the share has more than one holder, or

27 1 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS AND RESERVES

28 Authority to capitalise and appropriation of capitalised sums

- 28.1** The directors can, before recommending any dividend, set aside any profits of the Company and hold them in a reserve. The directors can decide to use these sums for any purpose for which the profits of the Company can lawfully be used. Sums held in a reserve can either be employed in the business of the Company or be invested. The directors can divide the reserve into separate funds for particular purposes and alter the funds into which the reserve is divided. The directors can also carry forward any profits without holding them in a reserve.
- 28.2** Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
- 28.2.1** decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and
- 28.2.2** appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions
- 28.3** Capitalised sums must be applied
- 28.3.1** on behalf of the persons entitled, and
- 28.3.2** in the same proportions as a dividend would have been distributed to them
- 28.4** Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- 28.5** A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 28.6** Subject to the articles the directors may
- 28.6.1** apply capitalised sums in accordance with paragraphs (36.3) and (36.4) partly in one way and partly in another,
- 28.6.2** make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- 28.6.3** authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

ORGANISATION OF GENERAL MEETINGS

29 Attendance and speaking at general meetings

- 29.1** 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
- 29.2** A person is able to exercise the right to vote at a general meeting when
- 29.2.1** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 29.2.2** 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
- 29.3** 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
- 29.4** 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
- 29.5** 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

30 Quorum for general meetings

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

31 Chairing general meetings

- 31.1** If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 31.2** 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
- 31.2.1** the directors present, or
- 31.2.2** (if no directors are present), the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 31.3** The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

VOTING AT GENERAL MEETINGS

32 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

33 Errors and disputes

33.1 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

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

ADMINISTRATIVE ARRANGEMENTS

34 Means of communication to be used

34.1 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

34.2 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

34.3 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, and for the specified time to be less than 48 hours

34.4 A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom

35 Company seals

35.1 Any common seal may only be used by the authority of the directors

35.2 The directors may decide by what means and in what form any common seal is to be used

35.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

35.4 For the purposes of this article, an authorised person is

- 35.4.1 any director of the company,
- 35.4.2 the company secretary, or
- 35.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

36 Records of decisions to be kept

- 36.1 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
- 36.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

37 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

38 Indemnity

- 38.1 Subject to paragraph (38.2), a relevant director of the company or an associated company may be indemnified out of the company's assets against
 - 38.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 38.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 38.1.3 any other liability incurred by that director as an officer of the company or an associated company
- 38.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 38.3 In this article
 - 38.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

38 3 2 a "relevant director" means any director or former director of the company or an associated company

39 Insurance

39.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

39.2 In this article

39.2.1 a "relevant director" means any director or former director of the company or an associated company,

39 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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

39 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

OVERRIDING PROVISIONS

40 Shareholders' overriding powers

40.1 Any shareholder holding or any shareholders together holding shares carrying not less than 90 per cent of the votes which may be cast at a general meeting of the company may at any time and from time to time

40 1 1 appoint any person to be a director (whether to fill a vacancy or as an additional director),

40 1 2 remove from office any director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company,

40.1 3 by notice to the company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members,

40 1 4 restrict any or all powers of the directors in such respects and to such extent as such member or members may by notice to the company from time to time prescribe

40 2 Any such appointment, removal, consent or notice shall be in writing served on the company and signed by the member or members No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of such member or

members has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors

- 40.3** To the extent of any inconsistency, this article shall have overriding effect as against all other provisions of these articles