

THE COMPANIES ACT 2006

**UNLIMITED PRIVATE COMPANY HAVING A SHARE
CAPITAL**

**ARTICLES OF ASSOCIATION
OF
DHP TRUSTEE COMPANY**

Adopted by special resolution passed on 29 July 2022

1. PRELIMINARY

The Model Articles of Association for Private Companies Limited by Shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("**Model Articles**") apply to the Company except in so far as they are excluded or varied by these Articles.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"the Act"	the Companies Act 2006 as amended from time to time
"these Articles"	these Articles of Association as amended from time to time
"Company"	means 'DHP Trustee Company'
"electronic means"	has the meaning given in section 1168 of the Act
"eligible directors"	has the meaning given in Model Article 8(3)
"Majority Shareholder"	a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) of and paragraph (2) of Schedule 6 to the Act
"Model Articles"	has the meaning given in Article 1 above
"Statutes"	the Companies Acts as defined in section 2 of the Act and every other legislation, order, regulation or other subordinate legislation for the time being in force relating to companies and affecting the Company
"United Kingdom"	Great Britain and Northern Ireland

2.2 Unless the context otherwise requires:

2.2.1 words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company; and



- 2.2.2 subject to Article 2.2.1, references to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

3. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 3.1 The general rule about decision-making by directors is that any decision of the directors must be either by a majority decision at a meeting or a decision taken in accordance with Article 4 and Model Article 8 (as amended by these Articles).

- 3.2 If-

3.2.1 the Company only has one director, and

3.2.2 no provision of the Articles requires it to have more than one director,

the general rule does not apply, and such sole director shall be entitled to exercise all powers and discretions conferred on the directors by the Act or these Articles and may take decisions acting alone, without the need for meetings (which such director may nevertheless choose to hold at their discretion) and without regard to any of the provisions of these Articles relating to directors' decision making.

- 3.3 The quorum provisions set out in Article 7 shall not be construed as requiring the Company to have more than one director.

- 3.4 Model Article 7 shall not apply to the Company.

4. UNANIMOUS DECISIONS OF DIRECTORS

A decision of the directors may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing. Model Article 8(2) shall not apply to the Company.

5. NUMBER OF DIRECTORS

- 5.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.

6. PARTICIPATION IN DIRECTORS' MEETINGS

- 6.1 Model Article 9(2)(c) shall be amended by the insertion of the word "simultaneously" after the words "how it is proposed that they should" and before the words "communicate with each other during the meeting".

7. QUORUM FOR DIRECTORS' MEETINGS

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

- 7.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors. Unless fixed otherwise, the quorum shall be two, except where the circumstances set out at Article 3.2 apply and the Company only has one director, in which case the quorum for directors' meetings shall be one.

- 7.3 If, as a consequence of section 175(6) of the Act, a director cannot vote or be counted in the quorum at a directors' meeting then the following shall apply:

- (a) if the eligible directors participating in the meeting do not constitute a quorum then the quorum for the purposes of the meeting shall be reduced by one for each director who cannot vote or be counted in the quorum; and

- (b) if despite sub-paragraph (a) the eligible directors participating in the meeting still do not constitute a quorum or there are no eligible directors then the meeting must be adjourned to enable the shareholders to authorise any situation in which a director has a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.
- 7.4 Model Article 11 shall not apply to the Company.
- 8. **DIRECTORS' INTERESTS**
- 8.1 The directors may, subject to the Act and this Article 8, authorise any matter which would or might otherwise result in a director breaching his or her duty under section 175 of the Act to avoid a conflict of interest.
- 8.2 Any authorisation under this Article 8 is effective only if:
 - 8.2.1 any requirement as to the quorum in relation to the decision to authorise that matter is met without counting the director in question or any other interested director; and
 - 8.2.2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 8.3 Any authorisation given pursuant to Article 8.1:
 - 8.3.1 may be given subject to any terms or conditions which the directors think fit, whether at the time of authorisation or subsequently; and
 - 8.3.2 may be varied or revoked at any time, although this will not affect anything done by a director in accordance with the terms of that authorisation prior to that variation or revocation.
- 8.4 Subject to these Articles and the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director:
 - 8.4.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
 - 8.4.2 may hold any other office or employment with the Company (other than the office of auditor);
 - 8.4.3 may be a member, director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way interested or which is a parent undertaking (as defined in section 1162 of the Act) of the Company; or
 - 8.4.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor); and
 - 8.4.5 shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by Articles 8.4.1 to 8.4.3 and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 8.5 No further authorisation, whether under Articles 8.1 to 8.3 (inclusive) or otherwise, will be required in respect of any interest listed at Articles 8.4.1 to 8.4.4.
- 8.6 Subject to these Articles, a director may be counted in the decision-making process for quorum and voting purposes in respect of any matter in which he or she has, or may have, directly or indirectly, an interest or duty which conflicts, or possibly may conflict, with the interests of the Company, provided that he or she has:

- 8.6.1 where required, obtained authorisation in respect of that matter either from the directors pursuant to this Article 8 or from the members (and, in either case, the terms of that authorisation do not provide to the contrary); and/or
- 8.6.2 made any declaration of interest required by section 177 and/or section 182 of the Act in respect of that matter.
- 8.7 Subject to these Articles, a director may be counted in the decision-making process for quorum and voting purposes in respect of any of the circumstances set out in Model Articles 14(3) and 14(4).
- 8.8 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting.
- 8.9 For the purposes of Article 8.4:
 - 8.9.1 a general notice given in accordance with the Act is to be treated as a sufficient declaration of interest;
 - 8.9.2 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question; and
 - 8.9.3 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director.
- 8.10 Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company.

9. APPOINTMENT AND REMOVAL OF DIRECTORS

In addition to the powers granted by Model Article 17(1), the Majority Shareholder may at any time, and from time to time, appoint any person to be a director, either as an additional director or to fill a vacancy and may remove from office any director however appointed. Any such appointment or removal shall be effected by written ordinary resolution or by notice in writing to the Company, signed by the Majority Shareholder or, if the Majority Shareholder is a body corporate, signed by one of its directors or duly authorised officers or by its duly authorised attorney.

10. TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the circumstances set out in Model Articles 18(a) to (d) inclusive and 18(f) a person ceases to be a director as soon as that person is removed from office as a director pursuant to Article 9.

11. DIRECTORS' PENSIONS AND GRATUITIES

In addition to the provisions of Model Article 19(3)(b), the directors may exercise all the powers of the Company to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for present or former directors or employees or their dependants) of the Company or any subsidiary undertaking (as defined in section 1162 of the Act) or associated undertaking (as defined in section 497(4) of the Act) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

12. ALTERNATE DIRECTORS

12.1 Appointment and removal of alternates

- 12.1.1 Any director (the "appointor") may appoint as an alternate any other director or any other person approved by the directors, to:

- 12.1.1.1 exercise that director's powers; and

12.1.1.2 carry out that director's responsibilities,

in relation to participation in directors' meetings and the taking of decisions by the directors in the absence of the alternate's appointor.

12.1.2 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.

12.1.3 The notice must:

12.1.3.1 identify the proposed alternate; and

12.1.3.2 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.

12.2 **Rights and responsibilities of alternate directors**

12.2.1 An alternate director has the same rights, in relation to participation in directors' meetings and the taking of decisions by the directors and in relation to directors' written resolutions, as the alternate's appointor.

12.2.2 An alternate director may act as an alternate director for more than one appointor.

12.2.3 Except as these Articles specify otherwise, alternate directors:

12.2.3.1 are deemed for all purposes to be directors;

12.2.3.2 are liable for their own acts and omissions;

12.2.3.3 are subject to the same restrictions as their appointors; and

12.2.3.4 are not deemed to be agents of or for their appointors,

and, 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.

12.2.4 A person who is an alternate director but not a director:

12.2.4.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and

12.2.4.2 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).

No alternate may be counted as more than one director for such purposes.

12.2.5 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.

12.2.6 An alternate director is not 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.

12.3 Termination of alternate directorship

12.3.1 An alternate director's appointment as alternate terminates:

- 12.3.1.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- 12.3.1.2 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;
- 12.3.1.3 on the death of the alternate's appointor; or
- 12.3.1.4 when the alternate's appointor's appointment as a director terminates.

13. ALTERNATE DIRECTORS' EXPENSES

Model Article 20 shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur".

14. SHARES

14.1 In accordance with section 567(1) and (2) of the Act, sections 561(1) and 562(1) to (5) inclusive of that Act shall not apply to the Company.

14.2 Model Article 21 shall not apply to the Company.

14.3 The Company is authorised to purchase its own shares out of capital up to the annual limit in accordance with section 692 of the 2006 Act.

15. TRANSFER OF SHARES

Model Article 26(5) shall be amended by the addition of the following words: "The directors may not refuse to register the transfer of a share made with the prior written approval of the Majority Shareholder". In any other case" before the words "the directors may refuse to register".

16. TRANSMITTERS BOUND BY PRIOR NOTICES

Model Article 29 shall be amended by the insertion of the words ", or the name of any person nominated under Model Article 27(2)," after the words "the transmittee's name".

17. CALLS ON SHARES

17.1 Subject to the terms on which shares are allotted, the directors may send a notice (a "call notice") to a member requiring the member to pay the Company a specified sum of money (a "call") which is payable in respect of shares which that member holds at the date when the directors decide to send the call notice.

17.2 A call notice:

- 17.2.1 may not require a member to pay a call which exceeds the total sum unpaid on that member's shares (whether as to the share's nominal value or any amount payable to the Company by way of premium);
- 17.2.2 must state when and how any call to which it relates is to be paid; and
- 17.2.3 may permit or require the call to be paid by instalments.

- 17.3 A member must comply with the requirements of a call notice, but no member is obliged to pay any call before 14 days have passed since the notice was sent.
- 17.4 Before the Company has received any call due under a call notice the directors may:
- 17.4.1 revoke it wholly or in part, or
- 17.4.2 specify a later time for payment than is specified in the notice, by further notice in writing to the member in respect of the whose shares the call is made.
- 17.5 Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid. Joint holders of a share are jointly and severally liable to pay all calls in respect of that share. Subject to the terms on which shares are allotted, the directors may, when issuing shares, provide that call notices sent to the holders of those shares may require them:
- 17.5.1 to pay calls which are not the same; or
- 17.5.2 to pay calls at different times.
- 17.6 A call notice need not be issued in respect of sums which are specified, in the terms on which a share is issued, as being payable to the Company in respect of that share (whether in respect of nominal value or premium):
- 17.6.1 on allotment;
- 17.6.2 on the occurrence of a particular event; or
- 17.6.3 on a date fixed or in accordance with the terms of issue
- But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum, and is liable to the same consequences as regards the payment of interest and forfeiture.
- 17.7 If a call remains unpaid after it has become due and payable the directors may give to payment of call the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
- 17.8 If the notice is not complied with any share in respect of which it was given may, non-compliance before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
- 17.9 Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or shares otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
- 17.10 A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares, with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment. The directors may waive payment wholly or in part or enforce

payment without any allowance for the value of the shares at the, time of forfeiture or for any consideration received on their disposal.

- 17.11 A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

18. **SHARE CERTIFICATES**

- 18.1 Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be executed under the seal or otherwise in accordance with the Act or in such other manner as the directors may approve and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- 18.2 If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

19. **DIVIDENDS**

- 19.1 Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
- 19.2 Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall 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 any shares having deferred or non-preferred rights.
- 19.3 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be 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, but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- 19.4 A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets. Where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets, and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

19.5 Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members, or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

19.6 No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

19.7 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

20. CAPITALISATION OF PROFITS

20.1 The directors may with the authority of an ordinary resolution of the Company:

20.1.1 subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or an sum standing to the credit of the Company's share premium account or capital redemption reserve;

20.1.2 appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions, and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up shares to be allotted to members credited as fully paid;

20.1.3 make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and

20.1.4 authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

21. NOTICE OF GENERAL MEETINGS

21.1 Every notice convening a general meeting shall:

21.1.1 comply with section 325(1) of the Act as to giving information to shareholders relating to their right to appoint proxies; and

21.1.2 be given in accordance with section 308 of the Act, that is in hard copy form, electronic form or by means of a website.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 If a quorum is not present within half an hour of the time at which a general meeting is due to start or if, during a general meeting, a quorum ceases to be present the chairman of the meeting must adjourn it.

22.2 When adjourning the general meeting the chairman of the meeting must specify that the meeting is adjourned either:

22.2.1 to the same day, place and time the following week; or

22.2.2 to another day, place and time to be decided by the directors.

22.3 If a quorum is not present within half an hour of the time at which the adjourned meeting is due to start the shareholder or shareholders present in person or by proxy or by corporate representative and who are entitled to vote shall:

22.3.1 constitute a quorum; and

22.3.2 have power to decide on all matters which could have been transacted at the meeting which was adjourned.

22.4 Model Article 41 shall not apply to the Company.

23. WRITTEN RESOLUTIONS

23.1 A written resolution, proposed in accordance with section 288(3) of the Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

23.2 For the purposes of this Article "circulation date" is the date on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days.

24. COMPANY COMMUNICATION PROVISIONS

24.1 Where:

24.1.1 a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom and

24.1.2 the Company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient 24 hours after it was posted.

24.2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which a document or information may be sent to him in hard copy form, or an address to which a document or information may be sent to him in electronic form, shall (provided that, in the case of electronic form, the Company so agrees) be entitled to have documents or information sent to him at that address, but otherwise:

24.2.1 no such member shall be entitled to receive any document or information from the Company; and

24.2.2 without prejudice to the generality of the foregoing, any notice of a general meeting of the Company which is in fact sent or purports to be sent to such member, shall be ignored for the purpose of determining in the validity of the proceedings at such general meeting.

24.3 Where:

- 24.3.1 a document or information is sent or supplied by electronic means, and
 - 24.3.2 the Company is able to show that it was properly addressed,
- it is deemed to have been received by the intended recipient immediately after it was sent.
- 24.4 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient:
 - 24.4.1 when the material was first made available on the website, or
 - 24.4.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
 - 24.5 Pursuant to section 1147(6) of the Act, subsections (2) (3) and (4) of that section shall be deemed modified by Articles 24.1, 24.2, 24.3 and 24.4.
 - 24.6 Subject to any requirements of the Act, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.
25. **DIRECTORS' INDEMNITY AND INSURANCE**
- 25.1 Subject to, and so far as may be permitted by, the Act and without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the Act) against any liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, secretary or other officer of the Company or of any such associated company and against any such liability incurred by him in connection with the Company's activities as trustee of an occupational pension scheme as defined in section 235(6) of the Act.
 - 25.2 Subject to the Act the directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, secretary or other officer of the Company or associated company.
 - 25.3 Subject to, and so far as may be permitted by, the Act, the Company shall be entitled to fund the expenditure of every director, former director, alternate director, secretary, or other officer of the Company incurred or to be incurred:
 - 25.3.1 in defending any criminal or civil proceedings; or
 - 25.3.2 in connection with any application under sections 661(3), 661(4) or section 1157 of the Act.
26. **REGISTERED OFFICE**
- The situation of the registered office is in England and Wales.
27. **LIMITED LIABILITY**
- The liability of the members is unlimited.