

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION  
PASSED AS A WRITTEN RESOLUTION**


**OF**

**FALCON LEISURE GROUP (OVERSEAS) LIMITED  
("the Company")**

**Resolutions in writing of the Sole Shareholder of the Company  
Pursuant to Section 381A Companies Act 1985**

We, the undersigned, being the sole member of the above-named Company entitled to attend and vote at general meetings of the Company, RESOLVE:

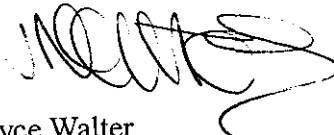
THAT the regulations in the form attached to this resolution, be and are hereby adopted in place of and in substitution for and to the exclusion of all existing Memorandum and Articles of Association of the Company.

Signed  .....  
First Choice Overseas Holdings Limited



Dated : 1 NOVEMBER 2000

Certified to be a true copy of the original



Joyce Walter  
Assistant Company Secretary – Authorised Signatory

No 2220337

The Companies Act 1985

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**A PRIVATE COMPANY  
LIMITED BY SHARES**

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**MEMORANDUM**

*and*

**ARTICLES OF ASSOCIATION**

*of*

**FALCON LEISURE GROUP (OVERSEAS) LIMITED**

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COMPANIES HOUSE

03/11/00

**Incorporated on 11 February 1988**

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**FALCON LEISURE GROUP (OVERSEAS) LIMITED**

**MEMORANDUM OF ASSOCIATION**

# **THE COMPANIES ACT 1985**

## **A PRIVATE COMPANY LIMITED BY SHARES**

### **MEMORANDUM OF ASSOCIATION**

#### **OF**

### **FALCON LEISURE GROUP (OVERSEAS) LIMITED**

(As adopted by Special Resolution passed  
on 26 October 2000)

- 1 The name of the Company is FALCON LEISURE GROUP (OVERSEAS) LIMITED.<sup>1</sup>
- 2 The Company is to be situated in England and Wales.
- 3 The objects of the company are:
  - (1) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
  - (2) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
  - (3) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
  - (4) To carry on business as a general commercial company.

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<sup>1</sup> By a Special Resolution of the Company passed on 6 October 1988 the name of the Company was changed from Falcon Travel Limited to Falcon Leisure Group (Overseas) Limited.

- (5) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (6) To acquire by any means any real or personal property or rights whatsoever and to use, exploit and develop the same.
- (7) To conduct, promote and commission research and development in connection with any activities or proposed activities of the Company, and to apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, know-how, formulae, licences, concessions and the like (and any interest in any of them) and any exclusive or non-exclusive or limited right to use, and any secret or other information as to, any invention or secret process of any kind; and to use, exercise, develop, and grant licences in respect of, and otherwise turn to account and deal with, the property, rights and information so acquired.
- (8) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, and to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (9) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, and deal with, any shares, stocks, debentures, bonds, notes and other securities, obligations and other investments of any nature whatsoever and any options or rights in respect of them; and otherwise to invest and deal with the money and assets of the Company.
- (10) To lend money or give credit to such persons and on such terms as may seem expedient.
- (11) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (12) To guarantee the performance of any obligation by any person whatsoever, whether or not for the benefit of the Company or in furtherance of any of its objects.
- (13) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state, department or other authority (international, national, local, municipal or otherwise) for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.

- (15) To enter into any arrangements with any government, state, department or other authority (international, national, local, municipal or otherwise), or any other person, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state, department, authority, or person, and to carry out, exercise and exploit, any charter, contract, decree, right, privilege or concession which the Company may think desirable.
- (16) To do all or any of the following, namely:
- (1) to establish, provide, carry on, maintain, manage, support, purchase and contribute to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations, emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation in such manner and on such terms as the Company thinks fit to, and to make payments for or towards the insurance of:
    - (a) any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for -
      - (i) the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company; or
      - (ii) any person to whose business the Company or any subsidiary undertaking of the Company is, in whole or in part, a successor directly or indirectly; or
      - (iii) any person otherwise allied to or associated with the Company;
    - (b) any other individuals whose service has been of benefit to the Company or who the Company considers have a moral claim on the Company; and
    - (c) the spouses, widows, widowers, families and dependants of any such individuals as aforesaid; and
  - (2) to establish, provide, carry on, maintain, manage, support and provide financial assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals, spouses, widows, widowers, families and dependants.
- (17) To establish, maintain, manage, support and contribute to any schemes or trusts for the acquisition of shares in the Company or its holding company by or for the benefit of any individuals who are or were at any time in the employment of, or directors or officers of, the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company, and to lend money to any such individuals to enable them to acquire shares in the Company or in its parent company and to establish, maintain, manage and support (financially or otherwise) any schemes for sharing profits of the Company or any other such company as aforesaid with any such individuals.

- (18) To subscribe or contribute (in cash or in kind) to, and to promote or sponsor, any charitable, benevolent or useful object of a public character or any object which the Company considers may directly or indirectly further the interests of the Company, its employees or its members.
- (19) To pay and discharge all or any expenses, costs and disbursements, to pay commissions and to remunerate any person for services rendered or to be rendered, in connection with the formation, promotion and flotation of the Company and the underwriting or placing or issue at any time of any securities of the Company or of any other person.
- (20) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation (even if valued at less than the nominal value of such securities) or for any other purpose.
- (21) To procure the Company to be registered or recognised in any part of the world.
- (22) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or both, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (23) To dispose by any means of the whole or any part of the assets of the Company or of any interest therein.
- (24) To distribute among the members of the Company in kind any assets of the Company.
- (25) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (26) To do all such other things as may be deemed, or as the Company considers, incidental or conducive to the attainment of the above objects or any of them.

**AND IT IS HEREBY DECLARED** that in this clause:-

- (A) unless the context otherwise requires, words in the singular include the plural and vice versa;
- (B) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
- (C) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
- (D) a reference to anything which the Company thinks fit or desirable or considers or which may seem (whether to the Company or at large) expedient, conducive, calculated or capable, or to any similar expression connoting opinion or perception,

includes, in relation to any power exercisable by or matter within the responsibility of the directors of the Company, a reference to any such thing which the directors so think or consider or which may so seem to the directors or which is in the opinion or perception of the directors;

- (E) the expressions "subsidiary undertaking" and "parent company" have the same meaning as in section 258 of and Schedule 10A to the Companies Act 1985 or any statutory modification or re-enactment of it;
- (F) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

4 The liability of the members is limited.

5 The share capital of the company is £1,215,000 divided into 600,000 ordinary shares of £1 each and 615,000 Preference Shares of £1 each<sup>2</sup>.

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2 The share capital of the Company was increased from £1,000 to £100,000 by Ordinary Resolution passed on 18 May 1988, from £100,000 to £450,000 on 6 October 2000, from £450,000 to £715,000 on 23 October 1989 and from £715,000 to £1,215,000 on 25 February 1997.



**FALCON LEISURE GROUP (OVERSEAS) LIMITED**

**ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**FALCON LEISURE GROUP (OVERSEAS) LIMITED**

(As amended by Special Resolution passed on 6 October 1988 and  
26 October 2000)

**REGULATIONS OF THE COMPANY**

**PRELIMINARY**

- 1
  - (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.
  - (2) Regulation 1 of Table A shall apply to the Company as if references in it to 'these regulations' included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
  - (3) In these articles -
    - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
    - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.
- 2 Regulations 24, 54, 57, 64, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

### **THE 8% CUMULATIVE REDEEMABLE PREFERENCE SHARES**

- 3 The 8% Cumulative Redeemable Preference shares (hereinafter “the Preference Shares”) shall confer upon the holders thereof the following rights and privileges that is to say:

(A) Rights as to Profits, Assets and Voting:

(i) As Regards Income:

The Preference Shares shall entitle the holders thereof, pari passu with any further preference shares created to rank pari passu therewith as regards priority in respect of income and in priority to any dividend or return of capital on any other class of shares, to a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8 per cent per annum, such dividend to be payable on the 1<sup>st</sup> of November in every year in respect of the company’s financial year ended on 31 October in the same year, the first payment to be on 1 November 1989.

(ii) As Regards Capital:

The Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, pari passu with any further preference shares created to rank pari passu therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon together with a premium, if any, at the rate hereinafter mentioned and also with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned.

The rate of premium payable on each such Preference Share shall be 5% of the par value of each such share per annum calculated down to the relevant date. Provided that:

- (a) in the case of a reduction of capital involving the return of part only of the capital paid up or credited as paid up on such shares the premium payable on the reduction of capital shall be such proportion of the premium hereinbefore provided as the amount of the capital to be returned on each such share bears to the total of capital paid up or credited as paid up on the share.
- (b) if the premium payable as aforesaid shall not be a multiple of 1p it shall be adjusted upwards to the nearest multiple of 1p.

In the case of dispute any such premium shall be certified as soon as possible after the relevant date by the auditors for the time being of the Company, and such certificate shall be final and binding on all persons interested and such auditors shall so certify on such basis and in such manner as they shall in their absolute discretion determine. In this paragraph (A) the expression “relevant date” shall mean (in the case of a return of assets in a winding up by the Court otherwise than subsequently to a resolution of the Company in general meeting for winding up) the date of the presentation of the petition for winding up and (in any other case) the date thirty days before the despatch of the notice convening the general meeting at which the winding up or other resolution approving the return of capital was proposed.

(iii) As Regards Voting:

The Preference Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company unless either (i) at the date of the notice

convening the meeting the dividend on the Preference Shares is 3 months in arrears and for this purpose such dividend shall be deemed to be payable on 1<sup>st</sup> November in each year except that the first dividend shall be deemed to be payable on 1<sup>st</sup> November 1989 or (ii) the business of the meeting includes the consideration of a resolution for winding up the Company or for a reduction in the capital or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares in which case the holders thereof shall be entitled to vote at the relevant meeting as though the Preference Shares were ordinary shares in the Company.

(iv) Other Rights:

The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company or to vote.

(B) Rights as to Redemption:

- (i) At any time (but not before the fifth anniversary of the allotment of the relevant Preference Shares) the holders of any Preference Shares may give notice to the Company in writing (a "redemption notice") requiring it to redeem all or any part of the Preference Shares which have been fully paid up on a date to be specified in the redemption notice but which shall not be less than 3 months from the date of the redemption notice.
- (ii) On the redemption date the Company shall be bound to redeem the Preference Shares specified in the redemption notice at par plus a premium of 5% per annum calculated from the date of allotment of the relevant Preference Shares down to the date of redemption and to pay any dividend which shall have accrued on them down to the date of redemption. On the redemption date the holder of the relevant Preference Shares shall deliver the certificates to the Company and thereupon the Company shall pay to such holder the redemption monies payable on the Preference Shares to be redeemed and shall issue free of charge fresh certificates for any unredeemed Preference Shares.
- (iii) No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of redemption but the premium payable on redemption shall be paid either out of distributable profits or to the extent permitted by law out of the share premium account of the Company.
- (iv) All the provisions of the Act relating to the redemption of shares and the creation or increase where requisite of a capital redemption reserve shall be duly observed.

(C) Further Issues of Preference Shares:

Subject as provided in this paragraph (C) the Company may, without any consent or sanction of the holders of Preference Shares, create and issue further preference shares either ranking pari passu and identically in all respects and so as to form one class with the existing Preference Shares or ranking pari passu therewith as regards priority in respect of income and/or capital but carrying a different rate of dividend or premium (if any) or otherwise differing from the Preference Shares.

(D) Further Issues Generally:

No further shares ranking as to dividend or repayment of capital in priority to or (except as provided in paragraph (C) above) pari passu with the Preference Shares shall be created or issued except with the consent or sanction of the holders of the Preference Shares given in accordance with this article. In this paragraph (D) the

reference to "the holders of the Preference Shares" means the holders of the Preference Shares and any further Preference Shares ranking pari passu and identically in all respects and so as to form one class therewith.

(E) Separate Class Rights:

If the Company shall have issued and there shall be outstanding any further preference shares ranking pari passu but not identically in all respects and so as to form one class with the Preference Shares, then such further preference shares shall be deemed to constitute a separate class of shares for the purpose of the articles of the Company.

(F) Application of Surplus Assets on a Winding Up:

In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:

- (i) to the repayment of capital paid up or credited as paid up, and the payment of the premium on the Preference shares (and on any further preference shares ranking pari passu therewith as regards priority in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares;
- (ii) to the repayment of the capital paid up or credited as paid up on the ordinary shares of £1 each and any surplus assets shall be divided amongst the holders of the ordinary shares of £1 each in proportion to the numbers of ordinary shares of £1 each held by them respectively.

#### **ALLOTMENT OF SHARES**

- 4 Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
- 5 Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

#### **SHARE CERTIFICATES**

- 6 Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

#### **TRANSFER OF SHARES**

- 7 Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
- 8 The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

#### **NOTICE OF GENERAL MEETINGS**

- 9 Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 10 Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.
- 11 All general meetings of the Company shall take place in the Republic of Ireland.

### **VOTES OF THE MEMBERS**

- 12 Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

### **DELIVERY OF PROXIES**

- 13 Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

### **DIRECTORS**

- 14 Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.
- 15 The majority of the Directors shall be resident in the Republic of Ireland.

### **APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS**

- 16 Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
- 17 A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
- 18 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 19 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
- 20 The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.

- 21 No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.

### **PROCEEDINGS OF DIRECTORS**

- 22 A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
- 23 Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).
- 24 All meetings of the directors of the Company shall take place in the Republic of Ireland.
- 25 A meeting of directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (1) to hear each of the other participating directors addressing the meeting; and
  - (2) if he so wishes, to address each of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. Any director may, by prior notice to the secretary, indicate that he wishes to participate in the meeting in such manner, in which event, the directors shall procure that an appropriate conference facility is arranged.

### **DIVIDENDS**

- 26 Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

### **INDEMNITY**

- 27 Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled -
- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or

from liability to pay any amount in respect of shares acquired by a nominee of the Company; and

- (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.
-