

TD SECURITIES LIMITED

Registered in England - No 2650118

**WRITTEN RESOLUTIONS**

On 18 December 2013, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company

As a special resolution in accordance with section 283 Companies Act 2006

THAT the articles of association of the Company be amended by deleting the present article 2 6(f) and replacing it with the following new article

*The Company shall give not less than one month notice in writing to each of the holders of the Redeemable Preference Shares, any of whose Redeemable Preference shares have been selected for redemption on the following dates*

*31 October 2021*

*31 October 2022*

*31 October 2026*

*as determined by the Directors in accordance with article 2 6(d) for the redemption of his Redeemable Preference Shares (the "**Redemption Date**") specifying the Redeemable Preference Shares due for redemption (the "**Relevant Shares**") and naming the place at which the certificates for the Relevant Shares are to be presented for redemption and at which the redemption monies are to be paid*

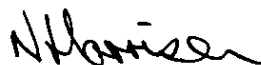
As a special resolution in accordance with section 283 Companies Act 2006

THAT the articles of association of the Company be amended by deleting the present article 2 6(e)

As a special resolution in accordance with section 283 Companies Act 2006

THAT the articles of association of the Company be amended by deleting the present article 2 6(h) and replacing it with the following new article

*The Relevant Shares shall be paid-up in full and on redemption the Company shall cancel the holder's certificate relating to the Relevant Shares*



Secretary

SATURDAY



A02 \*A2NPKYR6\* #207  
21/12/2013  
COMPANIES HOUSE

TD SECURITIES LIMITED (the Company)

Registered in England - No 2650118

WRITTEN RESOLUTIONS

CIRCULATION DATE: 28 November 2013

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that in accordance with section 283 Companies Act 2006

- Resolutions 1, 2 and 3 below are passed as special resolutions (together "Special Resolutions")

SPECIAL RESOLUTIONS		For	Against
1	THAT the articles of association of the Company be amended by deleting the present article 2 6(f) and replacing it with the following new article  <i>The Company shall give not less than one month notice in writing to each of the holders of the Redeemable Preference Shares, any of whose Redeemable Preference shares have been selected for redemption on the following dates  31 October 2021 31 October 2022 31 October 2026  as determined by the Directors in accordance with article 2 6(d) for the redemption of his Redeemable Preference Shares (the "Redemption Date") specifying the Redeemable Preference Shares due for redemption (the "Relevant Shares") and naming the place at which the certificates for the Relevant Shares are to be presented for redemption and at which the redemption monies are to be paid</i>	X	
2	THAT the articles of association of the Company be amended by deleting the present article 2 6(e)	X	
3	THAT the articles of association of the Company be amended by deleting the present article 2 6(h) and replacing it with the following new article  <i>The Relevant Shares shall be paid-up in full and on redemption the Company shall cancel the holder's certificate relating to the Relevant Shares</i>	X	

By Order of the Board



Director/Secretary

5 Dec 2013

Date

## INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The procedure for signifying agreement by an eligible member to the written resolutions is as follows
  - A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolutions
  - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
    - By Hand Delivering the signed copy to Neil Harrison at TD Securities Limited, 60 Threadneedle Street, London, EC2R 8AP
    - Post Returning the signed copy by post to Neil Harrison at TD Securities Limited, 60 Threadneedle Street, London, EC2R 8AP
    - E-mail By attaching a scanned copy of the signed document to an e-mail and sending it to [neil.harrison@tdsecurities.com](mailto:neil.harrison@tdsecurities.com) Please enter "Written Resolutions dated 28 November 2013" in the e-mail subject box.
  - A member's agreement to a written resolution, once signified, may not be revoked
  - A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 3 The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

## AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We, being eligible members of the Company

- 6 Confirm that we have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006, and
- 7 Hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as special resolutions

Signature:



Name:

Brian Smith

Date:

16 Dec 2013

TD SECURITIES LIMITED (the Company)

Registered in England - No 2650118

WRITTEN RESOLUTIONS

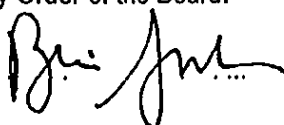
CIRCULATION DATE: 28 November 2013

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2 THAT the articles of association of the Company be amended by deleting the present article 2 6(e)	X	
3 THAT the articles of association of the Company be amended by deleting the present article 2 6(h) and replacing it with the following new article  <i>The Relevant Shares shall be paid-up in full and on redemption the Company shall cancel the holder's certificate relating to the Relevant Shares</i>	X	

By Order of the Board:



Director/Secretary

5 Dec 2013

Date

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We, being eligible members of the Company

- 6 Confirm that we have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006, and
- 7 Hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as special resolutions

Signature: 

Name: 

Date: 

TD SECURITIES LIMITED (the Company)

Registered in England - No 2650118

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By Order of the Board:



Director/Secretary

5 Dec 2013

Date



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Signature:

*James N Stewart*

Name:

*JAMES N STEWART*

Date:

*17.12.2013*

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TD SECURITIES LIMITED  
(formerly Toronto Dominion Investments Limited)

Adopted by Special Resolutions passed on 23 August 2007, 4 December 2008 and 18 December 2013

**1 PRELIMINARY**

**1.1 In these Articles**

the “**Auditors**” means the auditors for the time being of the Company;

the “**Board**” means the board of Directors for the time being of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present,

“**CA 1985**” means the Companies Act 1985 (to the extent for the time being in force),

“**CA 2006**” means the Companies Act 2006 (to the extent for the time being in force),

“**electronic form**” has the meaning given in section 1168 CA 2006,

an “**interest**” means a direct or an indirect interest and interested shall be construed accordingly,

the “**Statutes**” means CA 1985, CA 2006 and any statutory modification or re-enactment thereof for the time being in force and every other Statute for the time being in force concerning companies and affecting the Company,

the “**Stock Exchange**” means the London Stock Exchange,

“**Table A**” means Table A in the Companies (Table a to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007. References to regulations are to regulations in Table A,

a “**transaction**” or “**arrangement**” means an actual or proposed transaction or arrangement,

“**relevant securities**” has the meaning ascribed to it by the CA 1985

- 1 2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company
- 1 3 Regulations 24, 38, 39, 46 68, 69, 76-78 inclusive, 87,101,116 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company
- 1 4 The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders Regulation 8 of Table A shall be varied accordingly

## 2 SHARE CAPITAL

- 2 1 The authorized share capital of the Company at the date of adoption of these Articles is £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each ("Ordinary Shares") and £250,000,000 divided into 250,000,000 Redeemable Preference Shares of £1 each ("Redeemable Preference Shares")

2 2

- (a) Subject to the provisions of Article 2 2(b) and 2 2(c) and to any directions which may be given by the Company in General Meeting, the Directors are generally and unconditionally authorised for the purposes of Section 80 of the CA 1985 to exercise all the power of the Company to allot relevant securities and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these Articles and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount
- (b) The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be
- (i) £9,000,000 in respect of the Ordinary Shares, and
- (ii) £188,000,000 in respect of the Redeemable Preference Shares

or such other amounts as shall be authorised by the Company in general meeting

- (c) The authority conferred on the Directors by this Article 2 2 shall be subject to any directions which may be given by the Company in general meeting and shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles, provided that such authority may at any time by ordinary resolution of the Company in General Meeting be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years
- 2 3 The provisions of Section 89(1) of the CA 1985 shall not apply to the Company

2 4 The rights attached to the Redeemable Preference Shares are as follows

*Income and Capital*

- (a) In the event that it is resolved pursuant to regulation 102 or 103 to distribute by way of dividend all or part of the profits of the Company available for distribution in respect of any financial year or other accounting period of the Company, the holders of the Redeemable Preference Shares shall be entitled to receive, a variable non-cumulative preferential dividend ("preferential dividend") between the rates of 1 per cent (£0.01) and 20 per cent (or £0.20) per share. No dividend shall be paid on the Redeemable Preference Shares in the absence of such a resolution and the rate of any dividend payment shall be determined by the Directors in their absolute discretion immediately before each payment of a dividend (exclusive of any imputed tax credit available to shareholders) on the amount for the time being paid up or credited as paid up on the Redeemable Preference Shares held by them.
- (b) The Redeemable Preference Shares shall rank for dividend in priority to any other shares in the capital of the Company for the time being in issue. The dividend rate is fixed on the basis that it is gross, to the effect that if the Company is obliged to pay or account for tax at source dividend shall be reduced accordingly.
- (c) Except as is provided for in this Article or by necessary application of any law, Redeemable Preference Shares shall have attached to them all the same rights regarding voting and payment on a winding up or other distribution of capital as are attached to Ordinary Shares and in such respects shall rank *pari passu* with Ordinary Shares.

*Redemption and Purchase*

- (d) The Company shall in any manner permitted by law and as the Board shall determine have the right (subject to the provisions of the Statutes and subject to first obtaining the prior written consent of the applicable regulatory authority) to redeem in accordance with Article 2.4(f) all or any (to be selected by drawings) of the Redeemable Preference Shares on such date or dates as the Directors may in their absolute discretion determine.
- (e) The Company shall give not less than one month notice in writing to each of the holders of the Redeemable Preference Shares, any of whose Redeemable Preference shares have been selected for redemption on the following dates

31 October 2021, 31 October 2022, 31 October 2026

as determined by the Directors in accordance with article 2.6(d) for the redemption of his Redeemable Preference Shares (the "Redemption Date") specifying the Redeemable Preference Shares due for redemption (the "Relevant Shares") and naming the place at which the certificates for the Relevant Shares are to be presented for redemption and at which the redemption monies are to be paid.

- (f) On the Redemption Date the Company shall be entitled and bound to redeem the Relevant Shares and the holders of Relevant Shares shall be bound to deliver to the Company at the place named in the notice, the certificate (or an indemnity in lieu thereof in a form satisfactory to the Company) for their Relevant Shares and, upon such delivery and against the receipt of the holder (or in the case of joint registered holders the receipt of any one of them) of the Relevant Shares for the redemption monies payable in respect of his shares, which shall constitute an absolute discharge to the Company in respect thereof, the Company shall pay to the holder of the Relevant Shares the redemption monies payable to him in respect of such redemption.

- (g) The Relevant Shares shall be paid-up in full and on redemption the Company shall cancel the holder's certificate relating to the Relevant Shares
- (h) If the holder of Relevant Shares shall fail to refuse to deliver up the certificate for his Relevant Shares the Company may retain the redemption monies until delivery up of the certificate or of an indemnity in respect thereof satisfactory to the Company but shall within seven days thereafter pay the redemption monies to such holder of the Relevant Shares
- (i) There shall be paid on each Relevant Share a sum equal to (i) the nominal capital paid up or credited as paid up thereon and (ii) all arrears (if any) of the preferential dividend thereon, to be calculated to and including the Redemption Date relating to such Relevant Share
- (j) If following the redemption of any Redeemable Preference Shares pursuant to this Article the nominal amount of the issued share capital of the Company is less than that of the authorised share capital, the difference to the extent of the nominal amount of the Redeemable Preference Shares so redeemed shall, by virtue of this paragraph 1, be converted into unclassified shares and each of a like nominal amount (as nearly as may be) as any unclassified shares then forming part of the authorised share capital of the Company, or if there are no unclassified shares, of a like nominal amount (as nearly as may be) as the Ordinary Shares then in issue and the Board shall have the power to issue Ordinary Shares of such nominal value in anticipation of such redemption to the extent permitted by the Statutes
- (k) Subject to the provisions of the Statutes, the Company may at any time purchase Redeemable Preference Shares (i) in the market, or (ii) by tender (available alike to all holders of Redeemable Preference Shares, (iii) by private treaty, in each case at a price (exclusive of all costs of purchase) which, if the Redeemable Preference Shares are listed on the Stock Exchange shall not exceed the average of the middle market quotations thereof based on the Stock Exchange Daily Official List during the period of 10 business days immediately prior to the date of such purchase, or, in the case of a purchase in the market, at the market price thereof provided that such market price is not more than 5 per cent Above such average, but not otherwise, and on such other terms and conditions as the Company may think fit The Company may exercise its rights and powers of purchase as regards the Redeemable Preference Shares and any further Redeemable Preference Shares which may be issued (not being a series which is identical to and forms a single series with the Redeemable Preference Shares) at its sole discretion and without obligation to maintain the ratio between the nominal amounts for the time being outstanding of any series
- (l) Upon the redemption of any Redeemable Preference Shares pursuant to this Article the Board may consolidate and/ or subdivided and/or convert the authorised preference share capital existing as a consequence of such redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided of a like nominal amount (as nearly as may be) (as the shares of such class then in issue or into unclassified shares of the same nominal amount as the Redeemable Preference Shares and the Board shall have power to issue Ordinary Shares of such nominal value in anticipation of such redemption to the extent permitted by the Statutes

### **3 Lien**

3 1 The lien conferred by regulation 8 shall apply to

- (a) all shares of the Company whether fully paid or not,
- (b) all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders,

and shall be for all indebtedness or other liability to the Company of any member

3 2 Regulation 8 shall be modified accordingly

### **4 Transfer of shares**

4 1 The Directors may, in their absolute discretion decline to register any transfer of any share, whether or not it is a fully paid share

### **5 GENERAL MEETING**

5 1 General meetings shall be called by at least 14 days' notice but a general meeting, may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90 per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolutions to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members to all persons entitled to a share in consequences for the death or bankruptcy of a member and to the Directors and the auditors

5 2 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved"

5 3 A written resolution proposed in accordance with the CA 2006 will lapse if it is not passed before the end of the period of 21 days beginning with the circulation date

### **6 POWERS AND DUTIES OF DIRECTORS**

6 1 Subject to the provisions of the Statutes, a Director may be interested in any transaction or arrangement with the Company or with any other company in which the Company is interested or in which any company which has an interest in the Company is interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore Notwithstanding his interest but subject to the provisions of the Statutes and, if relevant, to any limits or conditions imposed by the Board as referred to in Article 6 2 a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him

6 2 Where the existence of a Director's relationship with another person (an authorized conflict) is authorized by the Board pursuant to the Statutes (and subject to any limits or conditions imposed by the Board), the Director shall not be in breach of the general duties he owes to the Company under the Statutes because he absents himself from any meetings or discussions relating to the authorised conflict, makes arrangements not to receive documents and information relating to the authorised conflict sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, fails to disclose to the Board or to any person any information which he obtains otherwise than as a Director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a Director

6 3 The Directors may exercise all the powers of the Company contained in Clause 3 (r) of the Memorandum of Association of the Company

## **7 APPOINTMENT, REMOVAL AND DISQUALIFICATION OF DIRECTORS**

7 1 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by Ordinary Resolutions, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company

7 2 The office of a Director shall be vacated if he is removed from office under Article 11 Regulation 81 shall be modified accordingly

7 3 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such

## **8 ALTERNATE DIRECTORS**

8 1 Any appointment or removal of an alternate Director under Table A shall be delivered at the registered office of the Company

8 2 If his appointer is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointer

8 3 An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 10 Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles

8 4 The provisions of Articles 6 1 and 6 2 shall apply to an alternate Director to the same extent as if he was a Director and for the purposes of those provisions an alternate Director shall be deemed to have an interest which conflicts, or possibly may conflict, with the interest of the Company if either he or his appointer has such an interest The provisions of Article 12 shall



also apply to an alternate Director to the same extent as if he was a Director. An alternate Director shall be entitled to be repaid expenses to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as an alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

8 5 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company direct.

8 6 The third sentence of Regulation 88 shall be deleted.

## **9 PROCEEDINGS OF DIRECTORS**

9 1 Subject to the Articles, Directors participate in a meeting of the Board or a committee of the Board when

9 1 1 the meeting has been called and takes place in accordance with the Articles, and

9 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.

In determining whether Directors are participating in the meeting, it is irrelevant where any Director is or how they communicate with each other.

9 2 A person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. 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. If they do not so decide, such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting is.

9 3 The following sentence shall be inserted after the first sentence of regulation 72 "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

9 4 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

## **10 THE SEAL**

10 1 If the Company has a seal, it shall be issued with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

- 10 2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Statutes, where and as the Directors shall determine, and the Company may be writing under the common seal appoint any agents or agent, committees of committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid

## **11 NOTICES**

- 11 1 Every Director of the Company and every alternate Director shall be entitled to received notices of general meetings (at his usual address or such other address as he may notify to the Company in addition to the persons so entitled under the Statutes The third sentence of regulation 112 shall be deleted
- 11 2 The Company can deliver a notice or other document, including a share certificate, to a shareholder by,
- (a) delivery by hand to the address recorded for the shareholder on the register,
  - (b) sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the shareholder on the register,
  - (c) fax (except for share certificates) to a fax number notified by the shareholder in writing,
  - (d) electronic mail (except a share certificate) to an address notified by the shareholder in writing,
  - (e) a website (except a share certificate) the address of which shall be notified to the shareholder in writing, or
  - (f) a relevant system
- 11 3 If a notice or other document is sent or supplied in electronic form it shall be treated as being delivered at the time it is transmitted to the person to whom it is addressed Regulations 111 and 112 shall be amended accordingly
- 11 4 In regulation 112 the words “(or at such other address whether within or outside the United Kingdom, as he may supply to the Company for that purpose)” shall be inserted after “registered address”
- 11 5 Regulation 116 shall be modified by the substitution of the words “at the address, if any, whether within or outside the United Kingdom” for the words “the address, if any, within the United Kingdom”

## **12 INDEMNITY**

- 12 1 Subject to the provisions of, and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, even Director, auditor, secretary or other office of the Company shall be entitled to be indemnified by the company against all costs charges losses expenses and liabilities incurred by him in the execution and/ or discharge of his duties and/or the exercise of his powers and/or otherwise in reaction to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by

him as an officer or employee of the Company and in which judgement is given in his favour (or proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omissions in which relief is granted to him by the Court

### **13 MISCELLANEOUS PROVISIONS WHERE MATERIAL OVERSEAS INTERESTS EXIST**

13 1 Table A shall be modified as follows

- (a) in regulation 37 the words “within the United Kingdom” in the second sentence shall be deleted,
- (b) in regulation 66 the second sentence shall be deleted