

THE COMPANIES ACTS 1985 to 2006  
WRITTEN RESOLUTIONS  
of  
TBL (BROMLEY) LIMITED  
PRIVATE COMPANY LIMITED BY SHARES  
(the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that Resolution 1, 2 and 3 be passed as ordinary resolutions of the Company and Resolution 4 be passed as a special resolution of the Company

ORDINARY RESOLUTION

- 1 THAT the appointment of such persons as directors of the Company in excess of the number of directors of the Company permitted under the prevailing prior to the adoption by the Company of the new articles of association referred to in Resolution 4 articles of association of the Company, be approved and ratified in all respects
- 2 THAT, all resolutions and acts carried out by the board of directors of the Company in connection with the furtherance of the business of the Company during the period in which the number of directors of the Company exceeded the maximum number permitted under the existing articles of association of the Company, be approved and ratified in all respects
- 3 THAT in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares up to an aggregate nominal amount of £999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed but the Company may before expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired

SPECIAL RESOLUTION

- 4 THAT the draft new articles of association, in the form appended to these resolutions, be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association

We, the undersigned, being the sole member of the Company who at 22 December 2009 would have been entitled to vote on the resolutions, agree to the above resolutions

*M. Attham*

For and on behalf of  
Tesco BL Properties Limited

Date: 22 December 2009



Notes

- 1 You can choose to agree to all of the above resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (a) by delivering it by hand or by posting it to York House, 45 Seymour Street, London W1H 7LX marked for the attention of Ndiana Ekpo,
  - (b) by faxing it to +44 (0)20 7935 5552 marked for the attention of Ndiana Ekpo, or
  - (c) by sending it as an attachment to an email at [ndiana.ekpo@britishland.com](mailto:ndiana.ekpo@britishland.com)
- 2 A member's agreement to a written resolution, once signified, may not be revoked
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolutions set out above must be passed before the end of 18 January 2010 otherwise they will lapse
- 5 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 the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

---

COMPANY LIMITED BY SHARES

---

NEW ARTICLES OF ASSOCIATION  
of  
TBL (BROMLEY) LIMITED

(Adopted by Special Resolution passed on 22 December 2009)

1 Preliminary

1 1 The regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No 805 as amended before the date of adoption of these Articles and so far as they relate to private companies limited by shares) ("Table A") shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A.

1 2 In these Articles

- (a) references to Regulations are to Regulations in Table A
- (b) references to "the Act" means the Companies Act 2006,
- (c) the expressions "hard copy form", "electronic form", "electronic means" and "address" shall have the meaning given in the Act,
- (d) "writing" shall mean the representation or reproduction of words, symbols or other information in visible form by any method or combination of methods whether sent or supplied in electronic form or otherwise,
- (e) the definitions in Table A of "communication" and "electronic communication" shall be deleted and references in Table A to an "electronic communication" shall be replaced by references to a "communication in electronic form",
- (f) except as otherwise defined in Articles 1 2(b) to 1 2(e), words and expressions defined in Table A (as amended before the date of adoption of these Articles) shall bear the same meaning in these Articles,
- (g) any other words or expressions in these Articles shall bear the same meaning (unless otherwise defined or the context otherwise requires) as in the Act but excluding any statutory modification not in force at the date of adoption by the Company of these Articles, and
- (h) references to statutory provisions, enactments or EC Directives shall include references to any amendment, modification, extension, consolidation, replacement or re-enactment of any such provision, enactment or EC Directive from time to time in force and to any

regulation, instrument or order or other subordinate legislation made under such provision, enactment or EC Directive

## **2 Shares and share capital**

2.1 The share capital of the Company shall comprise of ordinary shares of £1 each ("Shares") Save as herein expressly provided, the Shares shall rank *pari passu* in all respects

2.2 In place of all authorities in existence at the date of adoption of these Articles, the directors are generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount equal to £999 for a period expiring (unless previously renewed, varied or revoked by the Company by ordinary resolution) five years after the date of adoption of these Articles. Before the expiry of such authority the Company may make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after that expiry and the directors may allot shares, or grant rights to subscribe for or convert any security into shares in pursuance of that offer or agreement as if such authority had not expired

2.3 Section 561 to the Act (existing shareholders' right of pre-emption) shall not apply to the allotment by the Company of any equity security

2.4 Any Shares to be allotted to a member shall, before allotment, be designated as the same class as any already held in kind

## **3 Transfer of Shares**

Notwithstanding anything to the contrary in these Articles, Regulation 24 shall not apply and the directors of the Company shall register any transfer of Shares and may not suspend registration of such Shares where such transfer

(a) is to.

(i) (A) an agent or trustee on its own account and/or for any lender, arranger or any hedging counterparty or any successor in title, permitted assign or permitted transferee any of the above (each a "Financial Institution") to which a security interest has been granted or purported to be created over those Shares (a "Security") or (B) a nominee of such an agent or trustee or (C) a Financial Institution which is a beneficiary of such Security or (D) a nominee of such a Financial Institution, and/or

(ii) a person, company or other entity or corporation or body to whom such Shares are transferred at the direction of any person referred to in (i) above pursuant to powers granted under such a Security, and/or

(iii) any administrative receiver, administrator, receiver or receiver and manager or similar officer (a "Receiver") pursuant to powers granted under such a Security; and

(b) is delivered to the Company for registration in order to perfect or protect any such Security of such a Financial Institution, or

(c) is executed by such an agent or trustee (or its nominee) or such a Financial Institution (or its nominee) or such a Receiver pursuant to a power of sale or other such power under such a Security

## **4 Liability of members**

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

**5 Lien**

Notwithstanding anything to the contrary in these Articles, Regulation 8 shall not apply

**6 Calls on shares and forfeiture**

An amount due and payable in respect of a share on or prior to allotment or issue or at any fixed date shall be deemed to be a call due and payable on the stipulated date for payment and the person liable to pay such call shall be (in the case of the amount payable on or prior to allotment or issue) the allottee and (in any other case) the holder or, if no person has yet been entered in the register of members as the holder on such fixed date, the allottee or his renouncee (if any) on such fixed date. Regulations 12, 13 and 16 shall be modified accordingly.

**7 General meetings**

If there are not within Great Britain sufficient directors to call a general meeting, a general meeting may be called by any member or members holding in aggregate not less than one-tenth of such of the paid-up capital of the Company as then carries the right of voting at general meetings of the Company or by any director. The last sentence of Regulation 37 shall not apply.

**8 Proceedings at general meetings**

8.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. Save as herein otherwise provided, the quorum at any general meeting shall be two or more members present in person or by proxy provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum. Regulation 40 shall be modified accordingly.

8.2 If a quorum is not present within half an hour from the time appointed for a meeting, or if during any meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and/or to such other time and place as the director(s) present may determine except that, if the meeting was called by or convened upon the requisition of members, it shall not be so adjourned but shall be dissolved. Regulation 41 shall not apply.

8.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Regulation 46 shall not apply.

8.4 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

8.5 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) the directors, or
- (c) a qualifying person (as defined in section 318 of the Act) present and entitled to vote on the resolution

8.6 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

A demand that is withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made Regulation 48 shall not apply

8 7 Polls must be taken immediately and in such manner as the chairman of the meeting directs Regulation 49 shall not apply

8 8 The Chairman of any general meeting shall not be entitled to a second or casting vote

8 9 The instrument appointing a proxy to vote at a general meeting of the Company or at a separate meeting of the holders of any class of shares in the Company accompanied by any authority under which it is executed or a copy of such authority certified either by a firm of solicitors or in some other way approved by the directors may

(a) be deposited at the office or at such other place within Great Britain as is specified in, or by way of note to, the notice convening the meeting or in, or by way of note to, any instrument of proxy sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or (if it is adjourned) the adjourned meeting, or

(b) in the case of a poll taken at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the secretary before the time for holding the poll, or

(c) in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the secretary not less than one hour before the time for holding the poll,

and an instrument of proxy which is not deposited or delivered as aforesaid in a manner so permitted shall be invalid Regulation 62 shall not apply

## **9 Directors**

9 1 The minimum number of directors shall be two or such other even number as the Company may from time to time by ordinary resolution determine of which one half must be a person or persons appointed as 'A' Director(s) pursuant to Article 9 2 ("A' Director(s)") and one half must be a person or persons appointed as 'B' Director(s) pursuant to Article 9 3 ("B' Director(s)"). The Company may from time to time by ordinary resolution determine the maximum number of directors Regulation 64 shall not apply

9 2 The holders of a majority in nominal value of the issued Shares shall be entitled at any time and from time to time to appoint any one or more persons as 'A' Directors and to remove any such 'A' Director from office and to appoint any other person in place of any such 'A' Director so removed or dying or otherwise vacating office.

9 3 The holders of a majority in nominal value of the issued Shares shall be entitled at any time and from time to time to appoint any one or more persons as 'B' Directors and to remove any such 'B' Director from office and to appoint any other person in place of any such 'B' Director so removed or dying or otherwise vacating office.

9 4 Every appointment or removal of a director shall be in writing and served on the Company and signed by or on behalf of the person or persons entitled to make the same. In the case of a corporation, such document may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly appointed representative

9 5 Save as provided by this Article and subject to the provisions of the Act, no director of the Company shall be appointed or removed from office, and the Company in General Meeting shall have no power of appointing or removing directors, but each of the directors appointed by or under this Article and every other director hereafter shall hold office until he is either removed in manner

provided by this Article or dies or otherwise vacates office under the provisions contained in Article 13

**10 Alternate directors**

10 1 Any 'A' Director or 'B' Director, as the case may be, may at any time by writing under his hand and served on the Company at its registered office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like manner at any time terminate such appointment. The same person may be appointed as the alternate director of more than one director. Regulations 65 and 67 shall not apply.

10 2 An 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. Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at any such meeting as aforesaid at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a director. An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director 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. However, an alternate director who is not a director may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of directors or committees of directors or otherwise in connection with the discharge of his duties as an alternate director as the directors (or any director authorised in that behalf by the directors) may approve. Regulation 66 shall not apply.

10 3 A director may at any time terminate the appointment of the alternate director appointed by him in the manner set out in Article 10 1 and the alternate director shall cease to be an alternate director with effect from the time such notice is served or delivered as referred to in Article 10.1 or, if later, the date specified in the notice of revocation. An alternate director shall in any event cease to be the alternate director for any appointor if such appointor ceases to be a director. Regulation 67 shall not apply.

10 4 The provisions of these Articles relating to whether or not a director may vote or be counted in the quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply mutatis mutandis to every such alternate director. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

**11 Delegation of directors' powers**

The directors may delegate any of their powers or discretions to any committee consisting of two or more directors and may from time to time impose regulations to govern the proceedings of any such committee. Subject to any conditions imposed by the directors in relation to any such delegation and to any such regulations, the proceedings of any such committee consisting of two or more directors shall be governed by the provisions of these Articles regulating the appointment and proceedings of directors (including without limitation Article 21 3 and 21 5 and Regulations 92 and 94 (as modified by these Articles)) so far as they are capable of applying. The last sentence of Regulation 72 shall not apply.

**12 Retirement of Directors**

The directors of the Company shall not be subject to retirement by rotation, and Regulations 76 to 78 (inclusive) shall not apply.

**13 Disqualification and removal of directors**

The office of a director shall be vacated in any of the events specified in Regulation 81

**14 Remuneration of directors**

The directors shall not be entitled to any remuneration

**15 Transactions with the Company**

15 1 Regulations 85 and 86 shall not apply Provided that he has declared to the other directors the nature and extent of any interest of his as a director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any contract, transaction, arrangement or proposal with the Company or in which the Company is otherwise interested,
- (b) may be a director or other officer of, or employed by, or a party to any contract, transaction, arrangement or proposal with, or otherwise interested in, any other body corporate or other undertaking promoted by the Company or in which the Company is otherwise interested,
- (c) may act by himself or his firm in a professional capacity (other than that of auditor) for the Company or any other body corporate or firm promoted by the Company or in which the Company is otherwise interested and he or his firm shall be entitled to remuneration for professional services as if he were not a director

15 2 The provisions of this Article 15 shall apply to alternate directors

**16 Conflicts of interest**

16 1 A director, notwithstanding his office or that such situation or interest may conflict with the interests of or his duties to the Company, may

- (a) be from time to time a director or other officer of, or employed by, or otherwise interested in, any Associated Undertaking;
- (b) may be a party to, or otherwise interested in, any contract, transaction or arrangement in which an Associated Undertaking is interested

16 2 A director may make full disclosure of any information relating to the Company to another Group Undertaking (or anyone acting on behalf of any such Group Undertaking, including its advisers).

16 3 A director who has an interest under Article 16 1 shall declare to the other directors the nature and extent of his interest as soon as practicable after such interest arises

16 4 Without prejudice to the provisions of Articles 16 1 to 16 3, a Relevant Situation in respect of any director and the continuing performance by the relevant director of his duties as a director may only be authorised by or on behalf of the shareholders of the ultimate parent undertaking of the Company on such terms as they may determine For the avoidance of doubt, such terms may permit the interested director to continue to participate in the decision-making process and count in the quorum and vote if a proposed decision of the directors relates to the subject matter of the Relevant Situation Authorisation of a Relevant Situation may be withdrawn, and the terms of authorisation may be varied or subsequently imposed, at any time

16 5 An interested director must act in accordance with any terms determined under Article 16 4

16 6 Any authorisation of a Relevant Situation given under Article 16 4 may provide that, where the interested director obtains (other than through his position as a director of the Company) information that is confidential to a third party or in respect of which he owes a duty of confidentiality to a third party or the disclosure of which would amount to a breach of applicable law



or regulation, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence or a breach of applicable law or regulation

16 7 Provided that a Relevant Situation has been duly authorised by or on behalf of the Company's ultimate parent undertaking (or it is permitted under Article 16 1 and its nature and extent has been disclosed to the other directors in accordance with Article 18), a director may participate in the decision-making process and count in the quorum and vote if a proposed decision of the directors is concerned with such situation (subject to any restrictions imposed under the terms on which it was authorised)

16 8 References in this Article 16 to

- (a) "Associated Undertaking" shall mean any Group Undertaking, any undertaking promoted by or advised by or managed by a Group Undertaking and any undertaking in which a Group Undertaking is otherwise interested,
- (b) "Group Undertaking" shall mean the Company, its subsidiary undertakings from time to time, the ultimate parent undertaking of the Company from time to time and every other undertaking which from time to time is a subsidiary undertaking of the same ultimate parent undertaking, and
- (c) "Relevant Situation" shall mean a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (other than a situation that cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of interest arising in relation to a transaction or arrangement with the Company)

16 9 References in these Articles to a conflict of interest include a conflict of interest and duty and an interest includes both a direct and an indirect interest

**17 No liability to account, avoidance of contract or breach of duty to avoid conflicts of interest**

A director shall not, by reason of his holding office as a director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any situation or interest permitted under Article 15 or 16 or duly authorised by the directors or the Company nor shall the receipt of such remuneration, profit or other benefit constitute a breach of the director's duty under section 176 of the Act or otherwise. No contract, arrangement, transaction or proposal shall be avoided on the grounds of any director having any type of interest which is permitted under Article 15 or 16 or duly authorised by the directors or the Company. A director shall not be liable for breach of the general duty to avoid conflicts of interest contained in section 175 of the Act in relation to any interest permitted under Article 15 or any matter authorised under Article 16

**18 Declarations of interest**

A declaration of interest or other notification may be made by a director for the purposes of Articles 15 and 16 at a meeting of the directors or by notice in writing to the other directors. A director need not declare any interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest, or if he is not aware of the interest, or if, or to the extent that, the other directors are already aware of it (and for these purposes a director shall be treated as aware of anything of which he ought reasonably to be aware) or if, or to the extent that, it concerns terms of his service contract that have been or are to be considered (a) by a meeting of the directors or (b) by a committee of the directors appointed for the purpose under the Company's constitution

**19 Chairman's decision on participation**

19 1 Subject to Article 19 2, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

19 2 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

**20 Independent judgement**

A Director shall not be in breach of his duty to exercise independent judgement if he takes into account the interests and wishes of a holder of Shares

**21 Proceedings of directors**

21 1 Reasonable prior written notice of meetings of directors must be given to each director of the Company (except where a shorter period of notice has been agreed in writing by at least one 'A' Director and one 'B' Director) If the same person is the alternate director for more than one director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of each such appointor on a cumulative basis in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly

21 2 The quorum for a meeting of the directors shall throughout the meeting be one 'A' Director and one 'B' Director Regulation 89 shall not apply.

21 3 A committee of the directors shall include at least one 'A' Director and one 'B' Director The quorum for a meeting of any such committee shall throughout the meeting be at least one 'A' Director and one 'B' Director Regulation 72 shall be modified accordingly

21 4 If at any meeting of the directors or of a committee of the directors a quorum is not present within half an hour from the time appointed for the meeting, or if during any meeting a quorum ceases to be present, the meeting shall stand adjourned until reconvened in accordance with Article 21.1 At such reconvened meeting, those directors present shall constitute a quorum

21 5 At any meeting of the Directors or of any committee of the Directors the 'A' Directors present or their alternates shall together have one vote and the 'B' Directors present or their alternates shall together have one vote. The Chairman shall not be entitled to a casting vote Regulation 88 shall be modified accordingly

21 6 If a person is present at a meeting of directors as an alternate director (whether or not he is also a director) and provided that at least one other person is personally present and (apart from this Article) counted in the quorum, he shall, if his appointor or, if he is the alternate director for more than one director, any of his appointors is not personally present, be counted in the quorum separately in respect of such appointor or, as the case may be, each of such appointors on a cumulative basis in addition (if he is himself a director) to being counted in the quorum as such director

21 7 The provisions of Regulation 92 shall apply to resolutions in writing of directors and shall extend to include alternate directors Regulation 92 shall be modified accordingly

21 8 A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it or have otherwise indicated their agreement to it in writing, provided that those directors would have

formed a quorum at such a meeting. If any director is for the time being unable to attend meetings of directors through ill-health or disability or is for the time being absent from Great Britain the signature or approval in the requisite manner by the alternate director (if any) appointed by him of a resolution in writing shall be as effective as the signature or approval of such director. Regulation 93 shall not apply.

- 21 9 Any director or alternate director who attends a meeting of directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly.

## **22 Capitalisation of Profits and Reserves**

The Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or any sum standing to the credit of the profit and loss account by appropriating such sum to the holders of the Shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and on behalf of the holders of the Shares applying such sum distributable to the holders of the Shares in paying up in full unissued Shares for allotment and distribution credited as fully paid up thereto in the proportions aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned. Regulation 110 shall not apply.

## **23 Notices**

- 23 1 Any notice or other document required by these Articles to be sent or supplied to or by the Company shall be contained in writing.

- 23 2 Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company. Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being. Regulations 111 and 112 shall not apply.

- 23 3 Any notice or other document (including without limitation a certificate or allotment letter for any shares or other securities, options or rights) sent by the Company which is delivered or left at a registered address otherwise than by post shall be deemed to have been received on the day it was so delivered or left. A notice or other document sent by the Company by first class post to an address in the United Kingdom shall be deemed to have been received 24 hours after it was posted. A notice or other document sent or supplied by the Company in electronic form shall be deemed to have been received at the time it is sent. A notice sent or supplied by means of a website shall be deemed to have been received by the intended recipient at the time when the material was first available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. Regulation 115 shall be modified accordingly.

## **24 Indemnity**

- 24 1 Subject to Article 24 2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
- (c) any other liability incurred by that director as an officer of the Company or an associated company

Regulation 118 shall not apply

24 2 This Article 24 2 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

24 3 In this Article 24 3

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Company or an associated company.