

Company Number: 4317046

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

OF

KELF LIMITED (the "Company")

Passed /9, January 2006

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative), hereby resolve, pursuant to Section 381A of the Companies Act 1985, that the following resolutions be passed and agree that the same shall have effect as if passed as ordinary or special resolutions at a general meeting of us all duly convened and held:

ORDINARY RESOLUTION

1. THAT, pursuant to a written resolution (the "Written Resolution") of the Company dated , 2005 by which it was intended to increase the authorised share capital of the Company from USD 750,000 to USD 750,000 and CD 87,147,000 by the issue of 87,147 A Preferred Shares with a CD \$1,000 nominal value per share having the rights but subject to the restrictions as set out in the Articles of Association of the Company, but which contained a clerical error, the Written Resolution be amended to reflect the fact that the authorised share capital of the Company was increased from USD 750,000 to USD 750,000 and CD 87,147,000 by the issue of 87,147 A Preferred Shares with a CD 1,000 nominal value per share having the rights but subject to the restrictions as set out in the Articles of Association of the Company to be amended pursuant to the Special Resolution set out below.

SPECIAL RESOLUTIONS

2. THAT the existing Articles of Association be and hereby are deleted in their entirety and that new Articles of Association be and hereby are adopted in their place.
3. THAT the holders of the issued ordinary shares of USD \$10.00 each in the capital of the Company hereby sanction any and every variation or abrogation of the special rights and privileges attached to such ordinary shares involved in or effected by the passing of this special resolution.



Signed: Ja May  
Name: .....

For and on behalf of  
**Kellogg Talbot Ltd.**

Signed: .....  
Name: .....

For and on behalf of  
**Kellogg Manchester Limited**

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

OF

KELF LIMITED (the "Company")

Passed 19, January 2006

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative), hereby resolve, pursuant to Section 381A of the Companies Act 1985, that the following resolutions be passed and agree that the same shall have effect as if passed as ordinary or special resolutions at a general meeting of us all duly convened and held:

ORDINARY RESOLUTION

1. THAT, pursuant to a written resolution (the "Written Resolution") of the Company dated , 2005 by which it was intended to increase the authorised share capital of the Company from USD 750,000 to USD 750,000 and CD 87,147,000 by the issue of 87,147 A Preferred Shares with a CD \$1,000 nominal value per share having the rights but subject to the restrictions as set out in the Articles of Association of the Company, but which contained a clerical error, the Written Resolution be amended to reflect the fact that the authorised share capital of the Company was increased from USD 750,000 to USD 750,000 and CD 87,147,000 by the issue of 87,147 A Preferred Shares with a CD 1,000 nominal value per share having the rights but subject to the restrictions as set out in the Articles of Association of the Company to be amended pursuant to the Special Resolution set out below.

SPECIAL RESOLUTIONS

2. THAT the existing Articles of Association be and hereby are deleted in their entirety and that new Articles of Association be and hereby are adopted in their place.
3. THAT the holders of the issued ordinary shares of USD \$10.00 each in the capital of the Company hereby sanction any and every variation or abrogation of the special rights and privileges attached to such ordinary shares involved in or effected by the passing of this special resolution.

[

Signed:.....

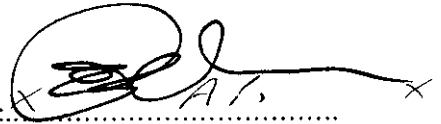
Name:.....

For and on behalf of  
**Kellogg Talbot Ltd.**

Signed:.....

Name:.....

For and on behalf of  
**Kellogg Manchester Limited**

A handwritten signature in black ink, appearing to be 'A. Palmer', written over a dotted line. The signature is enclosed in a circle with an 'X' at the top and bottom.

A. PALMER.

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**KELF LIMITED**

**1. Preliminary**

1.1 To the fullest extent permitted by law, the regulations contained in Table A in the Schedule to the companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereunder contained shall be the Articles of Association of the Company.

1.2 In these Articles the expressions:

|                                                                   |                                                                                                                                                                                                                                                                                                     |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| the " <b>Act</b> "                                                | The Companies Act 1985 as amended.                                                                                                                                                                                                                                                                  |
| " <b>these Articles</b> "                                         | These Articles of Association as from time to time altered.                                                                                                                                                                                                                                         |
| " <b>clear days</b> "                                             | In relation to the period of a notice, that period excluding (1) the day on which the notice is given or deemed to be given and (2) the day for which it is given or on which it is to take effect.                                                                                                 |
| " <b>communication</b> " and " <b>electronic communications</b> " | Have the same meanings as in the Electronic Communications Act 2000.                                                                                                                                                                                                                                |
| " <b>Independent Expert</b> "                                     | Means an umpire (acting as an expert not an arbitrator) nominated by the Company, or should the Ordinary Shareholders or the Preferential Shareholders disagree with such nomination, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales. |
| " <b>Market Value</b> "                                           | Means the amount determined by an Independent Expert in accordance with Article 5.3.                                                                                                                                                                                                                |
| " <b>Office</b> "                                                 | The registered office of the Company for                                                                                                                                                                                                                                                            |

the time being.

**"Register"**

The register of members of the Company.

**"Regulations"**

Regulations in Table A in the Companies (Tables A to F) Regulations 1985 (as amended to affect companies first registered on the date of adoption of these Articles).

**"Seal"**

The Common Seal of the Company.

**"shareholders' meeting"**

Includes both a general meeting and a meeting of the holders of any class of shares of the Company.

**the "United Kingdom"**

Great Britain and Northern Ireland.

- 1.3 Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations.
- 1.4 References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force (whether coming into force before or after the adoption of these Articles). Subject to this any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

## **SHARE CAPITAL**

### **2. Amount of share capital**

- 2.1 The share capital of the Company at the date of the adoption of these Articles is US \$65,000 and CD \$87,147,000 divided into 87,147 A Preference Shares of CD \$1,000 each and 1,000 Ordinary Shares of US \$10.00 each.
- 2.2 Any amendment to these Articles or the Memorandum of Association shall be deemed to be a variation of the rights attached to the A Preference Shares and to the Ordinary Shares.

## **SHARES**

### **3. Issue of shares**

Subject to Section 80 of the Act and these Articles, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

**4. Form of share certificate**

Every share certificate shall be executed by the Company in such manner as the Directors may decide and shall specify the number and class of shares to which it relates and the amount paid up on those shares. No certificate shall be issued representing shares of more than one class. Regulation 6 shall be amended accordingly.

**5. Rights attaching to the share capital**

- 5.1 As regards income, the A Preference Shares and the Ordinary Shares shall entitle the holders thereof to participate in any profits of the Company available for distribution and resolved under the Articles to be distributed as hereinafter provided:

**5.1.1 A Preference Shares**

Preference Dividends (each, an "A Preference Dividend") shall be cumulative and accrue (whether or not declared) until paid on a daily basis from the date of issuance of the A Preference Shares at a fixed rate of 8.74 per cent. of one thousand Canadian Dollars (such one thousand Canadian Dollars hereafter the "A Preferred Share Principal Amount") per annum per A Preferred Share. Accrued but unpaid dividends shall bear interest at a rate of 8.74 per cent. per annum. Preference Dividends shall be payable in Canadian Dollars, when, as and if declared by the Directors out of profits of the Company available for distribution, annually on November 10th (each, a "Dividend Payment Date" or the next Business Day following such date if such date is not a Business Day. Notwithstanding the preceding sentence, the Directors may elect to defer the declaration and payment of any dividends with respect to any Dividend Payment Date. If the Directors exercises its right to defer any such declaration, the non-payment of dividends shall not constitute a default hereunder or give the holders of A Preference Shares any right to receive payment of such dividends ("**Deferred Dividends**") on any particular date. Dividends on each Dividend Payment Date will be payable to holders of record of the A Preference Shares as they appear on the records of the Company on a record date, not more than 60 days preceding such Dividend Payment Date, fixed for such purpose by the Directors in advance of such Dividend Payment Date. Accrued dividends not paid on a Dividend Payment Date may be declared and paid at any time, without reference to any regular Dividend Payment Date, to the holders of record on such record date, not more than 60 days preceding the payment date thereof, as may be fixed by the Directors. Dividends payable on A Preference Shares with respect to any period shorter than a year shall be computed on the basis of a 360-day year of twelve 30-day months. Where the Directors elect to defer the payment of dividends and subsequently pay dividends on the A Preference Shares, such dividends shall be applied in settlement of the dividend rights of the holders of A Preference Shares in the chronological order that such rights arose. The A Preference Shares shall have no right to participate in any dividend payment other than an A Preference Dividend and no A Preference Dividend shall be paid otherwise than out of profits available for distribution under the Companies Act 1985 as amended and any dividend payable to holders of Ordinary Shares shall not be conditional upon payment of any A Preference Dividend or any Deferred Dividend whatsoever.

### 5.1.2 Ordinary Shares

To the extent that (i) payment thereof would be made out of profits of the Company available for distribution and resolved under these Articles to be distributed and (ii) the Company is not precluded under the terms of any loan or other agreement to which it may be party for the time being from making such payment, THEN the Ordinary Shares for the time being in issue shall entitle the holders thereof to receive, *pari passu* with any further Ordinary Shares created to rank *pari passu* therewith as regards entitlement in respect of income and notwithstanding any unpaid or outstanding Preference Dividend, an aggregate dividend payable in United States Dollars equal to the aggregate amount of dividend available for distribution and resolved under the Articles to be distributed at any time by the Company (the "**Ordinary Dividend**"). The Ordinary Dividend shall be divided amongst the holders of the Ordinary Shares pro rata according to the amount paid up or deemed to be paid up thereon.

### 5.2 As regards capital:

- (i) the Ordinary Shares shall entitle the holders thereof on a return of assets on liquidation, reduction of capital or otherwise, to participate in the assets of the Company available for distribution (*pari passu* with any further Ordinary Shares created to rank *pari passu* therewith as regards entitlement in respect of capital) a sum in United States Dollars out of the assets available for distribution and then determined to be distributed, such sum to be divided amongst the holders of the Ordinary Shares pro rata according to the amount paid up or deemed to be paid up thereon; and
- (ii) in the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, no distribution shall be made to the holders of Ordinary Shares or to other class or series of shares of the Company ranking junior to the A Preference Shares with respect to distributions upon liquidation, dissolution, or winding up unless the holders of A Preference Shares shall have been paid in full in Canadian Dollars, with respect to each share, the aggregate A Preference Share Principal Amount, plus an amount equal to all accrued and unpaid dividends, if any, to but excluding the date of payment (the "**Liquidation Amount**"). After the Liquidation Amount shall have been paid in full to the holders of A Preference Shares, (1) no further distributions or payments shall be made in respect of A Preference Shares, such A Preference Shares shall no longer be deemed to be outstanding or be entitled to any powers, preferences, rights, or privileges, and certificates representing such A Preference Shares shall be surrendered for cancellation to the Company; and (2) the remaining assets and funds of the Company shall be available for distribution to the holders of the Ordinary Shares. In the event that the assets of the Company available for distribution to the holders of A Preference Shares shall not be sufficient to pay in full the Liquidation Amount herein required to be paid with respect to each A Preference Share, then such assets shall be distributed to the holders of A Preference



Shares ratably in proportion to the full amounts to which they otherwise would be respectively entitled if all amounts payable thereon were paid in full.

**5.3 As regards redemption:**

5.3.1 Subject to the provisions of Part V, Chapter VII of the Act, any Director shall have the right at any time to redeem the A Preference Shares for the time being issued and fully paid-up in whole or in part by notifying the Company in writing and the Company shall so redeem the A Preference Shares. The Company shall redeem the A Preference Shares at the Market Value as determined by the Independent Expert by means of a certification in writing of the price which, in his opinion, represents a fair value for such shares as between a willing seller and a willing buyer as at the date the Company notified the A Preference Shareholders of the redemption. Any redemption payment shall be made on redemption, at the Company's option, in Canadian Dollars together with a sum equal to any dividend declared but not then paid in respect of the shares to be redeemed.

5.3.2 The Company shall give not less than 28 days' notice in writing to each of the holders of A Preference Shares, any of whose A Preference Shares have been selected for redemption, of the date fixed by the Company for the redemption of his/her A Preference Shares specifying the A 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.

5.3.3 The Company shall redeem for Canadian Dollars any and all outstanding A Preference Shares on 10 November, 2026 at the aggregate A Preference Share Principal Amount plus an amount equal to all accrued and unpaid dividends.

**6. Purchase of own shares**

Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption of purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

**GENERAL MEETINGS AND RESOLUTIONS**

**7. Annual and extraordinary general meetings**

An annual general meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Directors.

**8. Quorum**

Subject to these Articles, the quorum at any general meeting shall be two or more members present in person or by proxy including one person being or representing

a holder of any of the A Preference Shares and one person being or representing a holder of any of the Ordinary Shares. No business shall be transacted at any general meeting unless a quorum is present. Regulation 40 shall be amended accordingly.

**9. Lack of quorum**

If at any adjourned meeting such a (quorum is not present) within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved. Regulation 41 shall be modified accordingly.

**10. Written resolutions**

In the case of a corporation, a written resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly and shall apply (as extended) mutatis mutandis to written resolutions of any class of members of the Company.

**VOTES OF MEMBERS**

**11. Votes attaching to shares**

11.1 At a general meeting, all resolutions shall be passed by poll and on a poll every member who is present in person or by proxy shall have two votes for every A Preference Share and one vote for every Ordinary Share of which he is the holder; provided that:

11.1.1 no shares of either class shall confer any right to vote upon a resolution for the removal from office of a Director appointed or deemed to have been appointed by holders of shares of the other class unless the A Preference Shares have been redeemed pursuant to these Articles; and

11.1.2 if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present.

11.2 Regulations 54 shall not apply.

**PROXIES AND CORPORATE REPRESENTATIVES**

**12. Proxy need not be a member**

A proxy need not be a member of the Company.

### **13. Deposit of form of proxy**

#### **13.1 The appointment of a proxy must either:**

13.1.1 be received at such address (if any) specified in the notice convening the meeting (or, if no place is so specified, at the Office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used; or

13.1.2 be received by the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll.

13.1.3 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (i) in the notice convening the meeting, or
- (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting.

13.1.4 be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting to which the person named in the appointment proposes to vote;

13.2 The appointment shall be valid for any adjournment of the meeting as well as for the meeting to which it relates unless the instrument states otherwise. An appointment of proxy relating to more than one meeting (including any adjournment of any such meeting) need only be delivered once and need not be delivered for the purposes of any subsequent meeting to which it relates. In this Article and for the purposes of Regulation 63, "address" in relation to electronic communications, includes any number or address used for the purpose of such communication.

13.3 Regulation 62 shall not apply.

### **14. Corporations acting by representatives**

Any corporation which is a member may authorise such person as it thinks fit by resolution of its directors or other governing body to act as its representative at any shareholders' meeting. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

## **DIRECTORS**

### **15. Number of Directors**

The number of Directors shall be three. The first Directors shall consist of two persons who shall be designated as Preference Directors (and shall be deemed to have been appointed under Article 18 by the holders of the A Preference Shares) and one person who shall be designated as an Ordinary Director (and shall be deemed to have been appointed under Article 18 by the holders of the Ordinary Shares). Regulation 64 shall not apply.

### **16. Share qualification**

A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at shareholders' meetings the holders of which appointed him as Director. Regulation 44 shall be amended accordingly.

### **17. Directors' remuneration**

Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

### **18. Appointment of Directors**

- 18.1 The holders of the A Preference Shares may from time to time appoint two persons to be Directors and these Directors shall be called Preference Directors. The holders of the Ordinary Shares may from time to time appoint one person to be a Director and this Director shall be called the Ordinary Director. Nor more than two Directors shall be Preference Directors and not more than one Director shall be the Ordinary Director. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a Director. The notice shall give the particulars of that person which would, if he were appointed, be required to be included in the Company's register of Directors. Regulations 76 to 80 shall not apply.
- 18.2 No Director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall be modified accordingly.

**19. Vacation of office**

- 19.1 The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he is removed from office by the holders of the class of shares which appointed him but so that if he holds an appointment to an executive office which thereby automatically ends such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.
- 19.2 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply.

**20. Form of appointment and removal**

Any such appointment or removal by the holders of the relevant class of shares shall be in writing served on the Company and signed by the persons appointing or removing the Director. 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 authorized representative.

**MEETINGS AND PROCEEDINGS OF DIRECTORS**

**21. Convening of meetings with directors**

Notice of a meeting of Directors must be given to any Director for the time being absent from the United Kingdom. Regulation 88 shall be amended accordingly.

**22. Notice of Directors' meetings**

- 22.1 Unless otherwise agreed in writing by a Preference Director and the Ordinary Director in any particular case at least 10 clear days' written notice shall be given to each Director of every meeting of the Directors.
- 22.2 Each such notice shall (i) be sent to the address notified from time to time by each Director to the Secretary as his address for the service of such notices (or if no address has been so supplied, to his last known address); (ii) contain an agenda specifying in reasonable detail the matters to be discussed at the relevant meeting; (iii) be accompanied by any relevant papers for discussion at such meeting; and (iv) if sent to an address outside the United Kingdom, be sent by courier or facsimile transmission.

**23. Quorum**

The quorum at a meeting of Directors shall be one Preference Director and the Ordinary Director. If within half an hour of the time appointed for the holding of any meeting of the Directors either a Preference Director or the Ordinary Director shall not be present the Director(s) present shall resolve to adjourn that meeting to a specified place and time (which shall not be earlier than three nor later than seven days after the date originally fixed for the meeting).

**24. Directors' resolutions**

All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution. Regulation 88 shall be modified accordingly.

**25. Telephone board meetings**

The Directors, and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be one preference Director and the Ordinary Director so linked. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

**26. Chairman**

The Directors may elect from their number a Chairman and determine the period for which each is to hold office. If no Chairman shall have been appointed or if at any meeting of the Directors no chairman shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting. The Chairman shall not be entitled to a second or casting vote. Regulations 84, 88 and 91 shall be amended accordingly.

### **COMMITTEES OF THE DIRECTORS**

**27. Appointment and constitution of committees**

Insofar as any power of discretion of the Directors is delegated to a committee, any reference in these Articles to the exercise by the Directors of the delegated power or discretion shall be read and construed as if it were a reference to the exercise of that power or discretion by such committee. In exercising its delegated powers, any committee shall conform to any regulations which may from time to time be imposed by the Directors. Regulation 72 shall be amended accordingly.

**28. Proceedings of committee meetings**

The meetings and proceedings of any committee consisting of two or more persons shall be governed *mutatis mutandis* by the provisions of these Articles regulating the meeting and proceedings of the Directors, so far as those Articles are not superseded by any regulations made by the Directors under Article 22.1.

### **DIRECTORS' INTERESTS**

**29. Directors may have interests**

Subject to Regulations 85 and 86, a Director may vote and be taken into account for the purposes of a quorum on any matter in which he is in any way interested

and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence of that matter. Regulations 94 to 98 shall be modified accordingly.

## **POWERS OF DIRECTORS**

### **30. Borrowing powers**

Subject to the Act, the Directors may exercise all the powers of the company to borrow and raise money, and to mortgage or charge all or part of its undertaking, property (present and future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

## **THE SEAL**

### **31. The Seal**

The Company shall not have a Seal. Regulation 101 shall not apply.

## **GRATUITIES AND PENSIONS**

### **32. Gratuities and pensions**

32.1.1 Subject to all applicable laws, the directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

32.1.2 Regulation 87 in Table A shall not apply to the Company.

## **NOTICES**

### **33. Notices**

33.1 Regulation 112 in Table A shall be read and construed as if the last sentence was omitted therefrom.

33.2 Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

33.3 Without prejudice to regulations 112 to 116 inclusive in Table A (as amended by Articles 33.1 and 33.2 above) the Company may give notice to a member by electronic means provided that:-

33.3.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

- 33.3.2 the electronic means used by the Company enables the member concerned to read the text of the notice.
- 33.4 A notice given to a member personally or in a form permitted by Article 33.3 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 33.5 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 33.3 above.
- 33.6 In this articles "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

## **INDEMNITY**

### **34. Indemnity**

- 34.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided or prohibited by section 310 of the Act or any other applicable law.
- 34.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act save to the extent prohibited by applicable law.
- 34.3 Regulation 118 in Table A shall not apply to the Company.