

**Certified copy of written resolutions for filing at Companies House**

**Company No 04924298**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**PHOENIX HOUSE RESTAURANTS LIMITED**

(Passed on 17 December 2013)

FRIDAY



A24 \*A2Z9D2W9\* #318  
10/01/2014  
COMPANIES HOUSE

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 17 December 2013 by members of the Company representing the required majority of total voting rights of eligible members in the case of the first as an ordinary and in the case of the second as a special resolution

**ORDINARY RESOLUTION**

- 1 THAT for the purposes of section 175 Companies Act 2006, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a Director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company

**SPECIAL RESOLUTION**

- 2 THAT the Articles of Association of the Company are altered as follows
  - (a) by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's Articles of Association,
  - (b) by inserting a new Article 1(g) to read

"CA 2006" means the Companies Act 2006 and "group company" means a subsidiary undertaking or parent undertaking of the Company or a subsidiary undertaking of any

parent undertaking of the Company and "subsidiary", "holding company", "undertaking", "subsidiary undertaking" or "parent undertaking" shall be construed in accordance with section 1159 and section 1162 of CA 2006

- (c) by deleting Article 2(a) to (c) inclusive and replacing with new Article 2 1 and 2 2

2 1 "Save to the extent authorised by these Articles, or authorised from time to time by an Ordinary Resolution of the Members, the Directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the Company

2 2 Pursuant to section 567 CA 2006, the provisions of section 561 CA 2006 (existing shareholders' right of pre-emption) and section 562 CA 2006 (communication of pre-emption offers to shareholders) shall not apply to an allotment of equity securities (as defined in section 560 CA 2006) made by the Company "

- (d) by deleting Article 3 and replacing with "*Intentionally omitted*"

- (e) by deleting existing Article 7 and replacing with a new Article 7

"Subject to Section 771 of the CA 2006, the Directors may, in their absolute discretion, decline to register the Transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company "

- (f) by deleting existing Article 17(a) and (b) and replacing with new Article 17

"The minimum number of Directors shall be two and, subject to Article 23 2, the quorum for the transaction of the business of the Directors shall be two eligible Directors provided that should the Directors have appointed a managing director then the meeting shall only be quorate if such managing director is present unless he declines to attend in which case the quorum shall be any two eligible Directors For the purposes of any meeting (or part of a meeting) held pursuant to Article 22 to authorise a Director's conflict, if there is only one eligible Director in office beside the conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be one eligible Director The maximum number of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to and in default of such determination there shall be no maximum number of Directors "



- (e) by inserting a new Article 20 (and re-numbering existing Article 20, Article 21

"Where the Company has a managing director, the managing director shall chair all meetings of the Directors Where the managing director declines to attend a meeting of the Directors or where there is no managing director of the Company, the Directors may appoint a Director to chair their meetings "

- (f) by deleting existing Article 21 and replacing with

## **22 TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY**

22 1 Subject to the provisions of CA 2006 and provided he has declared the nature and extent of any interest of his to the Directors (unless the circumstances in sections 177(5) and 177(6) and sections 182(5) and 182(6) CA 2006 apply, in which case no disclosure is required), a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company, notwithstanding his office

22 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

22 1 2 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director,

22 1 3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise (directly or indirectly) interested,

22 1 4 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 CA 2006)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate which he is permitted to hold or enter into by virtue of articles 22 1 1, 22 1 2 or 22 1 3 and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such

remuneration or other benefit constitute a breach of his duty under section 176 CA 2006,

22 1 5 shall subject to Article 23 2 be an eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) and shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision on any matter referred to in articles 22 1 1 to 22 1 3 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution his vote shall be counted

22 2 For the purposes of this Article 22, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting

22 3 Any disclosure required by Article 22 1 may be made at a meeting of the Directors, by notice in writing or by general notice or otherwise in accordance with section 177 CA 2006

22 4 Subject to Article 22 5, 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

22 5 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

(g) by adding in a new Article 23 (and re-numbering the remaining Articles accordingly)

### **23 DIRECTORS' CONFLICTS OF INTEREST**

23 1 A Director shall be authorised for the purposes of section 175 CA 2006 to act or continue to act as a Director of the Company notwithstanding that at the time of his appointment or subsequently he also holds office as a Director or other officer of, or is employed by, or is otherwise interested in (including by the holding of shares), any

other group company and no further authorisation under Article 23 shall be necessary in respect of any such interest

23 2 For the purposes of section 175 CA 2006, the Directors may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a Director under that section, including, without limitation, any matter which relates to a situation in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (a "Conflict") Any such authorisation will be effective only if

23 2 1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director, and

23 2 2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

The Directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they may expressly impose but such authorisation is otherwise given to the fullest extent permitted The Directors may vary or terminate any such authorisation at any time, but this will not affect anything done by the Director in question prior to such variation or termination, in accordance with the terms of such authorisation

For the purposes of these Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests

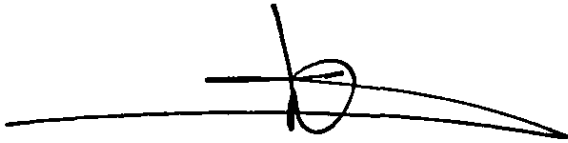
23 3 A Director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person However, to the extent that his relationship with that other person gives rise to a Conflict, this Article applies only if the existence of that relationship has been approved by the Directors pursuant to Article 23 2 In particular, the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 CA 2006 (inclusive) because he fails

- 23 3 1 to disclose any such information to the board or to any Director or other officer or employee of the Company, and/or
- 23 3 2 to use or apply any such information in performing his duties as a Director of the Company
- 23 4 Where the existence of a Director's relationship with another person has been approved by the board pursuant to Article 12 2 and his relationship with that person gives rise to a Conflict, the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 CA 2006 (inclusive) because he
- 23 4 1 absents himself from meetings of the board at which any matter relating to the Conflict will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or
- 23 4 2 makes arrangements not to receive documents and information relating to any matter which gives rise to the Conflict sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,
- for so long as he reasonably believes such Conflict subsists
- 23 5 The provisions of articles 23 3 and 23 4 are without prejudice to any equitable principle or rule of law which may excuse the Director from
- 23 5 1 disclosing information, in circumstances where disclosure would otherwise be required under these Articles; or
- 23 5 2 attending meetings or discussions or receiving documents and information as referred to in article 23 4, in circumstances where such attendance or receipt of such documents and information would otherwise be required under these articles
- 23 6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or

conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds,

(h) by inserting as a new Article 28

"The liability of the Members is limited"

A handwritten signature consisting of a long horizontal line with a circular flourish in the middle.

Director/Secretary

THE COMPANIES ACTS 1985 TO 2006

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

PHOENIX HOUSE RESTAURANTS  
LIMITED<sup>1</sup>

---

1 PRELIMINARY

- (a) Subject as hereinafter provided, the Regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "**Table A**"), and made pursuant to the provisions of the Companies Act 1985 (hereinafter referred to as "**The Act**") and the Companies Act 1989 (hereinafter referred to as the "**1989 Act**") shall apply to the Company
- (b) Regulations 24, 35, 40, 62, 73, 74, 75, 77 to 81 (inclusive), 94 to 98 (inclusive), 111 and 112 of Table A shall not apply to the Company
- (c) The expressions "**relevant securities**" and "**equity securities**", wheresoever appearing herein, shall bear the meanings ascribed to them by The Act
- (d) "**communication**" means the same as in the Electronic Communications Act 2000
- (e) "**electronic communication**" means the same as in the Electronic Communications Act 2000

---

<sup>1</sup> As amended by Special Resolution passed on 17 December 2013



- (f) "executed" includes any mode of execution
- (g) "CA 2006" means the Companies Act 2006 and "group company" means a subsidiary undertaking or parent undertaking of the Company or a subsidiary undertaking of any parent undertaking of the Company and "subsidiary", "holding company", "undertaking", "subsidiary undertaking" or "parent undertaking" shall be construed in accordance with section 1159 and section 1162 of CA 2006

## 2 SHARES

- 2 1 Save to the extent authorised by these Articles, or authorised from time to time by an Ordinary Resolution of the Members, the Directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the Company
- 2 2 Pursuant to section 567 CA 2006, the provisions of section 561 CA 2006 (existing shareholders' right of pre-emption) and section 562 CA 2006 (communication of pre-emption offers to shareholders) shall not apply to an allotment of equity securities (as defined in section 560 CA 2006) made by the Company

## 3 *Intentionally omitted*

## 4

- (a) No share shall be issued at a discount
- (b) The Company shall not have the power to issue share warrants to bearer
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

## 5 Subject to the provisions of The Act and the 1989 Act

- (a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract

- (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or make such payments out of capital as may be permissible in accordance with The Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting
- (c) The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account in any manner authorised by law

## **LIEN**

- 6 In Regulation 8 of Table A, the words “(not being a fully paid share)” shall be omitted  
The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company

## **TRANSFER OF SHARES**

- 7 Subject to Section 771 of the CA 2006, the Directors may, in their absolute discretion, decline to register the Transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company

## **PROCEEDINGS AT GENERAL MEETINGS**

- 8 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors In Regulation 38 of Table A, immediately after the words “place of the meeting and” there shall be inserted the words “in the case of special business”
- 9 At the end of Regulation 38 of Table A there shall be inserted the following “In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of The Act, in relation to the right of a member to appoint proxies”

- (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. If and so long as the Company shall have one member only, that person alone present in person or by proxy or by a duly authorised representative shall be a quorum and in such instance, a proxy for a sole member shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be deemed to be amended accordingly. At the end of Regulation 41 of table A there shall be inserted the following "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum"
- (b) At the end of Regulation 57 of Table A there shall be inserted the following "except when he is the sole member"
- (c) At the end of Regulation 59 of Table A, the second sentence shall be omitted

11 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may

in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy set out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

- (a) 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, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this Article and the next "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 12 Subject to the provisions of The Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held
- 13 In addition to any other manner in which the member or members of the Company are authorised under The Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting, subject as hereinafter follows
  - (a) A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect
  - (b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause

- (i) any resolution, which if passed at a general meeting, would need to be passed as a Special Resolution or Extraordinary Resolution,
- (ii) any resolution to change the terms of appointment of the officers or auditors,
- (iii) any resolution requiring special notice

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 14 The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of The Act. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 15 In addition and without prejudice to the provisions of Section 303 of The Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of The Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In Regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.
- 16 The office of a Director shall be vacated if
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director, or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,
  - (d) he resigns his office by notice to the Company

## PROCEEDINGS OF DIRECTORS

- 17 The minimum number of Directors shall be two and, subject to Article 22 2, the quorum for the transaction of the business of the Directors shall be two eligible Directors provided that should the Directors have appointed a managing director then the meeting shall only be quorate if such managing director is present unless he declines to attend in which case the quorum shall be any two eligible Directors For the purposes of any meeting (or part of a meeting) held pursuant to Article 22 to authorise a Director's conflict, if there is only one eligible Director in office beside the conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be one eligible Director The maximum number of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to and in default of such determination there shall be no maximum number of Directors
- 18 An appointment or removal of an alternate Director may be effected at any time by notice to the Company given by his appointor An alternate Director may also be removed from his office by not less than twenty four hours' notice to the Company and to the appointor given by a majority of his co-Directors This Article shall have effect in substitution for Regulation 68 of Table A which shall not apply to the Company
- 19 Any Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote Subject to The Act, all business transacted in such manner by the Directors or of a committee of the Directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place 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 then is
- 20 Where the Company has a managing director, the managing director shall chair all meetings of the Directors Where the managing director declines to attend a meeting

of the Directors or where there is no managing director of the Company, the Directors may appoint a Director to chair their meetings

## **BORROWING POWERS**

- 21 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of The Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

## **22 TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY**

- 22 1 Subject to the provisions of CA 2006 and provided he has declared the nature and extent of any interest of his to the Directors (unless the circumstances in sections 177(5) and 177(6) and sections 182(5) and 182(6) CA 2006 apply, in which case no disclosure is required), a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company, notwithstanding his office

22 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

22 1 2 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director,

22 1 3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise (directly or indirectly) interested,

22 1 4 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 CA 2006)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate which he is permitted to

hold or enter into by virtue of articles 22 1 1, 22 1 2 or 22 1 3 and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 CA 2006,

22 1 5 shall subject to Article 23 2, be an eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) and shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision on any matter referred to in articles 22 1 1 to 22 1 3 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution his vote shall be counted

22 2 For the purposes of this Article 22, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting

22 3 Any disclosure required by Article 22 1 may be made at a meeting of the Directors, by notice in writing or by general notice or otherwise in accordance with section 177 CA 2006

22 4 Subject to Article 22 5, 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

22 5 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

## **23 DIRECTORS' CONFLICTS OF INTEREST**

23 1 A Director shall be authorised for the purposes of section 175 CA 2006 to act or continue to act as a Director of the Company notwithstanding that at the time of his



appointment or subsequently he also holds office as a Director or other officer of, or is employed by, or is otherwise interested in (including by the holding of shares), any other group company and no further authorisation under Article 23 shall be necessary in respect of any such interest

23 2 For the purposes of section 175 CA 2006, the Directors may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a Director under that section, including, without limitation, any matter which relates to a situation in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company (a "**Conflict**") Any such authorisation will be effective only if

23 2 1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director, and

23 2 2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

The Directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they may expressly impose but such authorisation is otherwise given to the fullest extent permitted The Directors may vary or terminate any such authorisation at any time, but this will not affect anything done by the Director in question prior to such variation or termination, in accordance with the terms of such authorisation

For the purposes of these Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests

23 3 A Director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person However, to the extent that his relationship with that other person gives rise to a Conflict, this Article applies only if the existence of that relationship has been approved by the Directors pursuant to Article 23 2 In particular, the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 CA 2006 (inclusive) because he fails

- 23 3 1 to disclose any such information to the board or to any Director or other officer or employee of the Company, and/or
- 23 3 2 to use or apply any such information in performing his duties as a Director of the Company
- 23 4 Where the existence of a Director's relationship with another person has been approved by the board pursuant to Article 23 2 and his relationship with that person gives rise to a Conflict, the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 CA 2006 (inclusive) because he
- 23 4 1 absents himself from meetings of the board at which any matter relating to the Conflict will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or
- 23 4 2 makes arrangements not to receive documents and information relating to any matter which gives rise to the Conflict sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,
- for so long as he reasonably believes such Conflict subsists
- 23 5 The provisions of articles 23 3 and 23 4 are without prejudice to any equitable principle or rule of law which may excuse the Director from
- 23 5 1 disclosing information, in circumstances where disclosure would otherwise be required under these Articles, or
- 23 5 2 attending meetings or discussions or receiving documents and information as referred to in article 23 4, in circumstances where such attendance or receipt of such documents and information would otherwise be required under these articles
- 23 6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or

conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

## MINUTES

- 24 In addition to the requirements of Regulation 100 of Table A the Directors shall cause a written record to be made in the minute book of all decisions taken by a sole member under the provisions of these Articles

## INDEMNITY

- 25 Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office and the Company may purchase and maintain for any officer or auditors officers insurance against any liability which by virtue of any rule of law would otherwise attach to any such person in respect of any negligence, default, breach of duty or breach of trust which he may be guilty in relation to the Company

## NOTICES

- 26 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice

In this Article, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 27 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders A member whose registered

address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company

In this Article and the next, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 28 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent Regulation 115 shall be deemed to be amended accordingly

## **SECRETARY**

- 29 The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of The Act
- 30 The liability of the members is limited