

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MANYDOWN 2007 LIMITED
(the Company)

I, Catherine Willis
 certify that this is a true and complete copy
 of the original document
 Signed [Signature]
 Solicitor Legal Executive
 Dated 31 January 2019
 Womble Bond Dickinson (UK) LLP
 1 Whitehall Riverside
 Leeds LS1 4BN

Circulation date: ... 28 January ... 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby pass the resolutions as written resolutions and agree, that if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of resolution 2 below:
 - 1.1 the existing 500 issued A ordinary shares of £1.00 each in the capital of the Company be re-designated and reclassified as 500 ordinary shares of £1.00 each; and
 - 1.2 the existing 500 issued B ordinary shares of £1.00 each in the capital of the Company be re-designated and reclassified as 500 ordinary shares of £1.00 each,
 such shares having the rights set out in the articles of association to be adopted pursuant to resolution 2 below.

SPECIAL RESOLUTION

2. That the regulations contained in the printed document attached to these proposed written resolutions be and the same are hereby approved and adopted as the articles of association of the Company, in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

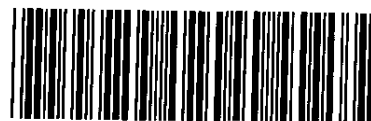
Please read the notes at the end of this document before signifying your agreement to the resolutions.

The person named below, being the sole eligible member entitled to vote on the above resolutions on the above circulation date, hereby irrevocably agrees to the above resolutions.

For and on behalf of **Manydown Newco 1 Limited**

Date: ... 28 January ... 2019

FRIDAY



A7YD55NS
 A12 01/02/2019 #230
 COMPANIES HOUSE

NOTES

1. An ordinary resolution will be passed once members representing a simple majority of the total of voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite majority must be achieved within the period of 28 days beginning on the circulation date specified above
2. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - 2.1.1 by hand: delivering the signed copy to the Company's registered office, marked for the attention of Janet Anderson; or
 - 2.1.2 by post: returning the signed copy by post to the Company's registered office, marked for the attention of Janet Anderson.
3. If you do not agree to the resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
4. Your agreement is irrevocable which means that once you have indicated your agreement to the resolutions, you may not change your mind.
5. Unless, within 28 days from the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before this date.
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.

Articles of Association

Manydown 2007 Limited
(Company number: 06201679)

Adopted by special resolution on 28 January 2019



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MANYDOWN 2007 LIMITED
(Company number: 06201679)

(Adopted by a special resolution passed on 28 January 2019)

1. EXCLUSION

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies and which prescribe regulations for the company as articles of association shall apply to the company. The following shall be the company's articles of association.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings:

Act	the Companies Act 2006.
A Director	any person (or that person's alternate director) appointed by an A Shareholder Majority in accordance with Article 6.1.1.
A Shares	A ordinary shares of £1.00 each in the capital of the Parent.
A Shareholder Majority	the holder(s) for the time being of more than 50% in nominal value of the A Shares.
appointor	has the meaning given in Article 5.1.
Articles	the company's articles of association for the time being in force.
B Director	any person (or that person's alternate director) appointed by a B Shareholder Majority in accordance with Article 6.1.2.
B Shares	B ordinary shares of £1.00 each in the capital of the Parent.
B Shareholder Majority	the holder(s) for the time being of more than 50% in nominal value of the B Shares.
business day	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business.
Conflict	has the meaning given in Article 8.
eligible director	a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter).
Group	the Company, any subsidiary or any holding company of the Company from time to time, and any subsidiary from time to time of

a holding company and member of the Group shall mean any of them.

Parent

any company which holds the entire issued share capital of the Company from time to time (and being, as at the date of the adoption of these Articles, Manydown Newco 1 Limited (No. 11580443)).

Model Articles

the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

2.2 In these Articles:

- 2.2.1 any gender includes any other gender;
- 2.2.2 the singular includes the plural and vice versa;
- 2.2.3 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles;
- 2.2.4 a reference in these Articles to an **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise;
- 2.2.5 words and expressions which have particular meanings in the Model Articles shall have the same meaning in these Articles unless otherwise provided and words and expressions which have particular meanings in the Act shall have the same meanings in these Articles,
- 2.2.6 unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time;
- 2.2.7 references to a **holding company** or a **subsidiary** shall have the meanings given to those respective terms in section 1159 of the Act and a company shall be treated, for the purposes only of the membership requirement contained in subsections 1159(1)(b) and (c) of the Act, as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), whether by way of security or in connection with the taking of security, or (b) its nominee;
- 2.2.8 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality); and
- 2.2.9 general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

3. THE MODEL ARTICLES

- 3.1 The regulations contained in the Model Articles are incorporated into these Articles and shall apply to the company, except in so far as they are modified or excluded by these Articles.
- 3.2 Regulations 7(2), 8(3), 13, 14, 19(2), 44(2), 51 to 53 (inclusive) of the Model Articles shall not apply to the company.
- 3.3 Regulations 6(2), 9(2), 11, 12, 17(1) and (2), 18, 20, 25, 29, 44(3) and 45(1) of the Model Articles shall apply to the company with the modifications set out below.

4. **NUMBER OF DIRECTORS**

The number of directors shall be not less than two. There shall be no maximum number of directors.

5. **ALTERNATE DIRECTORS**

5.1 Any director (an **appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

5.1.1 exercise that director's powers; and

5.1.2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.

5.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

5.3 The notice must:

5.3.1 identify the proposed alternate; and

5.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

5.4 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

5.5 Except as the Articles specify otherwise, alternate directors:

5.5.1 are deemed for all purposes to be directors;

5.5.2 are liable for their own acts and omissions;

5.5.3 are subject to the same restrictions as their appointors; and

5.5.4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each 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.

5.6 A person who is an alternate director but not a director:

5.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);

5.6.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate); and

5.6.3 shall not be counted as more than one director for the purposes of Articles 5.6 1 and 5.6.2.

5.7 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall

not count as more than one director for the purposes of determining whether a quorum is present.

- 5.8 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.
- 5.9 An alternate director's appointment as an alternate terminates:
- 5.9.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - 5.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - 5.9.3 on the death of the alternate's appointor; or
 - 5.9.4 when the alternate's appointor's appointment as a director terminates.

6. APPOINTMENT AND REMOVAL OF DIRECTORS

6.1 Subject always to Article 6.2:

- 6.1.1 an A Shareholder Majority may at any time and from time to time by notice in writing signed on behalf of such member or members (which shall be effective immediately upon its delivery to the registered office of the Company):
- (a) appoint up to two persons to be a director of the Company (each being an **A Director**);
 - (b) may appoint another person in the place of any A Director so appointed who has ceased for any reason to be an A Director; and
 - (c) notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such A Director, may remove that A Director from office; and
- 6.1.2 a B Shareholder Majority may at any time and from time to time by notice in writing signed on behalf of such member or members (which shall be effective immediately upon its delivery to the registered office of the Company):
- (a) appoint up to two persons to be a director of the Company (each being a **B Director**);
 - (b) may appoint another person in the place of any B Director so appointed who has ceased for any reason to be an B Director; and
 - (c) notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such B Director, may remove that B Director from office.
- 6.2 Neither Hugh Oliver-Bellasis nor Charles Oliver-Bellasis nor their respective spouses may be appointed as directors of the Company.
- 6.3 Every director appointed pursuant to Article 6.1 shall hold office until that director is either removed or dies or vacates office and neither the Company in general meeting or by written resolution nor the directors shall have power to fill any such vacancy.

- 6.4 The directors shall have power at any time and from time to time to appoint any person who is willing to act as a director to be a director, either to fill a vacancy (save for an A Director vacancy or a B Director vacancy) or as an additional director.
- 6.5 Any director shall be at liberty from time to time to make such disclosures to a shareholder (and where such shareholder is a body corporate to its holding company or any of the subsidiary companies of such holding company) appointing that director as to the business and affairs of the Company as the director shall in that person's absolute discretion determine
- 6.6 Regulation 18 of the Model Articles shall be amended so the following is added after regulation 18(6) as a new regulation 18(7): "he is removed from office pursuant to these Articles".
- 6.7 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

7. DIRECTORS' EXPENSES

Regulation 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur".

8. DIRECTORS' INTERESTS

- 8.1 For the purposes of section 175 of the Act, the shareholders (and not the directors) shall have the power to authorise, by resolution and in accordance with the provisions of these Articles, any matter or situation proposed to them by any director which would, if not so authorised, involve a director (**interested director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)
- 8.2 The interested director must provide the shareholders with such details as are necessary for the shareholders to decide whether or not to authorise the Conflict, together with such additional information as may be requested by the shareholders.
- 8.3 Any authorisation by the shareholders of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- 8.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 8.3.2 provide that the interested director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - 8.3.3 provide that the interested director may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution related to the Conflict;
 - 8.3.4 impose upon the interested director such other terms for the purposes of dealing with the Conflict as the shareholders think fit;
 - 8.3.5 provide that, where the interested director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

- 8.3.6 permit the interested director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 8.4 Where the shareholders authorise a Conflict:
- 8.4.1 the interested director will be obliged to conduct himself in accordance with any terms and conditions imposed by the shareholders in relation to the Conflict; and
- 8.4.2 the interested director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act, provided he acts in accordance with such terms and conditions (if any) as the shareholders impose in respect of their authorisation.
- 8.5 The shareholders may revoke or vary such authorisation at any time but this will not affect anything done by the interested director prior to such revocation or variation in accordance with the terms of such authorisation.
- 8.6 Any A Director or B Director shall be entitled from time to time to disclose to the holders of the A Shares or (as the case may be) the holders of the B Shares such information concerning the business and affairs of the Company as he shall at his discretion see fit.
- 8.7 A director is not required, 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 shareholders in accordance with these Articles (subject always, in each case, to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 8.8 A director may, notwithstanding his office, be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in any other member of the Company's Group, and no authorisation under Article 8.1 shall be necessary in respect of any such interest.
- 8.9 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 8.10 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 8.9.
- 8.11 Subject, where applicable, to any terms and conditions imposed by the shareholders in accordance with Article 8.3, and provided a director has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 8.11.1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested;
- 8.11.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
- 8.11.3 shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;

- 8.11.4 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;
- 8.11.5 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 in which the Company is otherwise (directly or indirectly) interested; and
- 8.11.6 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 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate 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 of the Act.

9. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

10. PROCEEDINGS OF DIRECTORS

- 10.1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with regulation 8 of the Model Articles.
- 10.2 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 10.3 Save as otherwise provided in these Articles, the directors may delegate any of their powers to committees constituting of such person or persons (whether directors or not) as the directors think fit. References in these Articles to a committee of directors shall include a committee established under this Article and references to a director as a member of such committee shall include any such person or persons. Regulation 6(2) of the Model Articles shall be modified accordingly.
- 10.4 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution, and no such resolution shall be passed unless more votes are cast for it than against it.
- 10.5 Each director has one vote at a meeting of directors.
- 10.6 A committee of the directors must include at least one A Director and one B Director. The provisions of Article 10.15 shall apply equally to meetings of any committee of the directors as to meetings of the directors.
- 10.7 Any director may call a meeting of directors by giving not less than three Business Days' notice of the meeting to each director or by authorising the Company secretary (if any) to give such notice.
- 10.8 In addition to the matters specified in regulation 9(2) of the Model Articles, notice of any directors' meeting must also be accompanied by:
 - 10.8.1 an agenda specifying in reasonable detail the matters to be raised at the meeting; and
 - 10.8.2 copies of any papers to be discussed at the meeting.

Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors agree in writing.

- 10.9 Notice of a directors' meeting must be given to all directors (including directors who are absent from the United Kingdom) in writing, and regulation 9(3) of the Model Articles shall be amended accordingly.
- 10.10 Meetings of the directors shall be held at the Company's registered office or such other location as the directors of the Company agree.
- 10.11 Decisions of the directors taken in accordance with regulation 8 of the Model Articles may be signed by an alternate director, in which case, they need not also be signed by his appointor and, if such a decision is signed by a director who has appointed an alternate, it need not also be signed by the alternate director in that capacity.
- 10.12 Draft minutes of directors' meetings shall be sent to each director as soon as reasonably practicable after the holding of the relevant meeting.
- 10.13 The post of chairman of the directors will be held in alternate years by a director nominated by an A Shareholder Majority (which may be the A Director) or by a director nominated by a B Shareholder Majority (which may be the B Director). If the chairman for the time being is unable to attend any meeting of the directors, the person(s) who appointed him shall be entitled to appoint another director to act as chairman of the meeting.
- 10.14 In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 10.15 The quorum at any meeting of the directors (including adjourned meetings) shall be two eligible directors, of whom one at least shall be an eligible A Director (or his alternate) and one at least an eligible B Director (or his alternate).
- 10.16 No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on. If a quorum is not participating within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. If at any adjourned meeting a quorum is not participating within 15 minutes of the time specified for the adjourned meeting, the meeting shall be dissolved.
- 10.17 Notwithstanding any other provision of these Articles, any A Director (or his alternate) or B Director (or his alternate) present in person at a meeting of the directors shall be entitled to require that any resolution proposed or deemed to be passed at that meeting (including any matter referred from the board of a subsidiary of the Company) shall first be referred to the shareholders of the Company for their consideration before being carried into effect.
- 10.18 Subject to these Articles, the directors will exercise all voting and other rights or powers of control of the Company in order to secure that none of the following are carried out without the consent in writing of an A Director and a B Director:
- 10.18.1 altering the Company's articles of association;
 - 10.18.2 increasing, reducing, redeeming, sub-dividing, redenominating or consolidating the Company's share capital or altering its share capital in any other way;
 - 10.18.3 varying in any way (whether directly or indirectly) the rights attached to any of the shares for the time being in the capital of the Company;
 - 10.18.4 applying by way of capitalisation any sum in or towards paying up any share or loan capital of the company;
 - 10.18.5 granting any option or other right to subscribe for shares in the Company;
 - 10.18.6 disposing of the Company's undertaking or any substantial part thereof; or

10.18.7 disposing of or acquiring any interest in any share in the capital of any company.

11. REMUNERATION OF DIRECTORS

- 11.1 Subject to Article 11.2, directors are entitled to such remuneration as the Company by ordinary resolution determines and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- 11.2 Any director appointed to any executive office or who serves on any committee or who performs any other 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 and received such other benefits as the directors may determine.

12. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

13. SHARES AND PURCHASE OF OWN SHARES

- 13.1 The directors of the Company are prohibited by these Articles from exercising any power of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares under section 550 of the Act.
- 13.2 Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares with cash up to any amount in a financial year not exceeding the lower of:
 - 13.2.1 £15,000; and
 - 13.2.2 the value of 5% of the Company's share capital.

14. SHARE CERTIFICATES

In regulation 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".

15. TRANSMITTEES

Regulation 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name".

16. POLL VOTES

- 16.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.
- 16.2 Regulation 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that regulation.

17. PROXIES

Regulation 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that regulation.

18. COMMUNICATIONS

- 18.1 Subject to these Articles, 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. A director may agree with the company that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 18.2 Where a document or information is sent or supplied by the company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
- 18.3 Where a document or information is sent or supplied by the company by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed.
- 18.4 Where a document or information is sent or supplied by the company by means of a website, service or delivery shall be deemed to be effected when:
- 18.4.1 the material is first made available on the website; or
 - 18.4.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- 18.5 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders, may be agreed or specified by that one of the joint holders whose name appears first in the register.
- 18.6 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

19. INDEMNITY AND FUNDING OF DEFENCE COSTS

- 19.1 Subject to the provisions of and so far as may be consistent with the Act, the company shall provide:
- 19.1.1 for each relevant officer an indemnity out of the assets of the company to the extent that such indemnity is a "qualifying third party indemnity provision" within the meaning of section 234 of the Act;
 - 19.1.2 a relevant officer with funds in accordance with section 205 of the Act to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in section 205(5) of the Act or to enable a relevant officer to avoid incurring such expenditure, but so that any provision of funds will become repayable by the relevant officer or any liability of the company under any transaction connected with any provision of funds will become repayable by the relevant officer not later than:
 - (a) in the event of the relevant officer being convicted in the proceedings, the date when the conviction becomes final;
 - (b) in the event of judgment being given against him in the proceedings, the date when the judgment becomes final, or

- (c) in the event of the court refusing to grant him relief on the application, the date when the refusal of relief becomes final; and

- 19.1.3 a relevant officer with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, breach of duty or breach of trust by that relevant officer in relation to the company or an associated company of the company or to enable a relevant officer to avoid incurring such expenditure.
- 19.2 Subject to the provisions of the Act, where the company or an associated company of the company is a trustee of an occupational pension scheme, the company shall provide for a relevant officer or for a relevant officer of such associated company an indemnity out of the assets of the company against liability incurred in connection with the activities of the company or such associated company as trustee of such a scheme provided that such indemnity complies with the provisions of section 235 of the Act.
- 19.3 In this Article 19:
 - 19.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 19.3.2 a **relevant officer** means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

20. INSURANCE

- 20.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.
- 20.2 In this Article 20:
 - 20.2.1 a **relevant officer** means any director or other officer or former director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);
 - 20.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
 - 20.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.