

No. 6446484

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**DE FACTO 1571 LIMITED (the "Company")**

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**(Passed 19 December 2007)**

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21/12/2007  
COMPANIES HOUSE

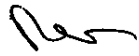
At a GENERAL MEETING of the Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 19 December 2007 at 5 p m , the following resolutions were passed as Special Resolutions

**SPECIAL RESOLUTIONS**

- 1 THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to " IPF PENSION TRUSTEE LIMITED "
- 2 THAT, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be altered by the addition of the following clause 3 (EE)

"To exercise all the powers, authorities and discretions vested in the trustee or trustees for the time being of any fund or scheme of which the Company may be trustee by the deeds or other instruments constituting and regulating the same, and to perform any ancillary actions related to its function as trustee of such fund or scheme "

- 3 THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be 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



**TRAVERS SMITH SECRETARIES LIMITED**

(authorised signatory)

Secretary

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**- OF -**

**IPF PENSION TRUSTEE LIMITED**



**COMPANIES HOUSE**

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**- of -**

**IPF PENSION TRUSTEE LIMITED**

**(Company Number: 6446484)**

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1. The Company's name is **IPF PENSION TRUSTEE LIMITED**.
- 2 The Company's registered office is to be situated in England and Wales
3. The Company's objects are -
  - (A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors, to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firms or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily

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By a written resolution dated 19 December 2007 the name of the Company was changed from "De Facto 1571 LIMITED" to "IPF PENSION TRUSTEE LIMITED"

performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise, and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company

- (B) To carry on any other business or activity of any nature whatsoever which is in the opinion of the directors capable of being advantageously carried on in connection with or ancillary to any business of the Company hereinbefore or hereinafter authorised
- (C) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections, concessions and the like and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (D) To acquire, undertake and carry on the whole or any part of the business, goodwill, property and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is for the time being authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company
- (E) To acquire an interest in, amalgamate with, enter into partnership with or enter into any arrangement for sharing profits, for co-operation, for joint venture, for mutual assistance or otherwise with any person, firm or company
- (F) To purchase or otherwise acquire any property, real or personal, and any interests, rights, options or privileges of any kind whatsoever in, over or in respect of any such property
- (G) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (H) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- (I) To lend, advance or deposit money or give credit on any terms with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any subsidiary or holding company of the Company or any other subsidiary of such holding company)

- (J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person, firm or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, the payment or repayment of any moneys owed in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or any other subsidiary of any such holding company or is otherwise associated with the Company in business
- (K) To borrow and raise money in any manner whatsoever whether by the creation and issue of debentures, debenture stock or other securities of any description or otherwise howsoever and to secure the repayment of any money borrowed, raised or owing or any other obligation of or binding on the Company by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital
- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- (M) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (N) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- (O) To subscribe for, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world

- (P) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- (Q) To promote, finance or assist any other company for the purpose of acquiring the whole or any part of the goodwill, business, undertaking property or assets or assuming any of the liabilities of the Company, or of undertaking any business or operations which may in the opinion of the directors directly or indirectly assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (R) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company
- (S) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (T) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- (V) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary or the holding company of the Company or any other subsidiary of such holding company or the predecessors in business of the Company or of any such holding or subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation

and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants

- (W)** To set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of employees of the Company and any of its subsidiaries and (without prejudice to the generality of the foregoing) to establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director in salaried employment) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees
- (X)** To insure the life of any person or to insure against any accident to any person who may, in the opinion of the directors, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance
- (Y)** To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability
- (Z)** To support, subscribe for or donate money to any national, charitable, benevolent, public, general or useful object or for any purpose which may in the opinion of the directors directly or indirectly further the interests of the Company or of its members
- (AA)** Subject to due compliance, and in accordance, with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act
- (BB)** To distribute among the members of the Company in kind any property of the Company of whatsoever nature



- (CC) To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- (DD) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them
- (EE) To exercise all the powers, authorities and discretions vested in the trustee or trustees for the time being of any fund or scheme of which the Company may be trustee by the deeds or other instruments constituting and regulating the same, and to perform any ancillary actions related to its function as trustee of such fund or scheme

AND so that -

- (1) None of the objects set forth in the sub-paragraphs of this paragraph 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-paragraph, or by reference to or inference from the terms of any other sub-paragraph of this paragraph, or by reference to or inference from the name of the Company
  - (2) None of the sub-paragraphs of this paragraph and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-paragraph, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-paragraph of this paragraph as though each such sub-paragraph contained the objects of a separate Company
  - (3) The word "**company**" in this paragraph, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
  - (4) In this paragraph 3 the expression the "**Act**" means the Companies Act 1985, the expressions "**holding company**", "**subsidiary**" and "**subsidiary undertaking**" shall have the meanings given to them by the Act provided that any reference in this paragraph 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
4. The liability of the Members is limited
5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

**Number of Shares  
taken by each  
Subscriber**

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TRAVERS SMITH LIMITED  
10 SNOW HILL  
LONDON  
EC1A 2AL  
UK

1

TRAVERS SMITH SECRETARIES LIMITED  
10 SNOW HILL  
LONDON  
EC1A 2AL  
UK

1

**TOTAL SHARES TAKEN**

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2

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**DATED 5 of December 2007**

**TRAVERS SMITH**

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**- OF -**

**IPF PENSION TRUSTEE LIMITED**

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**- of -**

**IPF PENSION TRUSTEE LIMITED**

**(Company Number: 6446484)**

**PRELIMINARY**

1. In these articles "**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007), the "**1985 Act**" means the Companies Act 1985 and the "**2006 Act**" means the Companies Act 2006 including in either case any statutory modification, replacement or re-enactment thereof from time to time in force
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company References herein to "**Regulations**" are to regulations of Table A
3. Regulations 24, 29-31 inclusive, 56, 65-69 inclusive, 76-79 inclusive, 84, 94, 96, 97, 99, 101, 111, 118
4. In these articles-

"the Principal Employer" means International Personal Finance plc or such other company which is from time to time principal employer of the International Personal Finance plc Pension Scheme

"IPF Pension Plan" means the International Personal Finance plc Pension Scheme

## 5. RIGHTS OF PRINCIPAL EMPLOYER

The rights and powers given to the Principal Employer in Articles 8, 10, 11 and 12 shall only be exercisable by the Principal Employer if and for so long as the Company is appointed as trustee of the IPF Pension Plan. If the Company is not appointed as trustee of the IPF Pension Plan, such rights and powers shall be exercisable by the holders of a majority of ordinary shares in the Company.

## SHARE CAPITAL

6. The directors are generally and unconditionally authorised for the purposes of section 80 of the 1985 Act (and so that expressions used in this article shall bear the same meanings as in the said section 80) to exercise all powers of the Company to allot relevant securities of the Company. The authority hereby conferred shall be for a period of five years from the date of incorporation of the Company unless renewed, varied or revoked by an ordinary resolution of the members of the Company, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be equal to the amount of share capital of the Company authorised but unissued at the date of adoption of these articles or, where the authority is renewed, at the date of renewal. The directors may under this authority or under any renewal thereof make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.
7. Section 89(1) of the 1985 Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to section 80 of the 1985 Act.
8. The directors shall exercise their power of allotment in respect of any person appointed as a director by the Principal Employer in accordance with the directions of the Principal Employer.
9. The lien conferred by Regulation 8 shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder of such shares or one of two or more joint holders and shall extend to all moneys payable by him or his estate to the Company.

## TRANSFER OF SHARES

10. Each director from time to time shall on appointment as a director become the registered holder of a share in the Company. Upon ceasing to be a director (a "**Departing Director**"), the Departing Director shall immediately transfer his share to his successor in office (a "**Successor Director**"), or, if there is no Successor Director, to the Chairman, who, on a subsequent appointment of a Successor Director, will transfer the share to the Successor Director. For the purpose of this article, the Company is hereby constituted the agent of each director and of the Chairman from time to time to execute on their behalf the stock transfer form and any other

document required to give effect to such transfer and to this end, any two directors or a director and the Company Secretary may execute the same on behalf of the Company

11. A person who becomes entitled to a share in consequence of death or bankruptcy of a member must elect to transfer such share to such person as the Principal Employer directs. Prior to such transfer, a person who becomes entitled to a share in consequence of the death or bankruptcy of the Company shall not, under any circumstances, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of share in the Company. Regulations 30 and 31 are modified accordingly.
12. Subject to Article 13, the directors shall register the transfer by any person of any share in the Company if so directed by the Principal Employer or the transfer by any person of any share to a director who is appointed by the Principal Employer in accordance with these articles.
13. The directors may refuse to register the transfer by any person of a share in the Company if the transferee is not also a director of the Company.

#### **ALTERNATE DIRECTORS**

14. Regulations 65 to 69, the last sentences of Regulations 88 and 89 shall not apply, and the second part of Regulation 93 from the words " but a resolution signed by " until the end of the sentence.

#### **DELEGATION OF DIRECTORS' POWERS**

15. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit. References in these articles to a committee of directors shall include a committee of persons as referred to in this article and references to a director as a member of such a committee shall include a person as so referred. Regulation 72 shall be modified accordingly.

#### **APPOINTMENT OF DIRECTORS**

16. If and for so long as the Company is appointed as trustee of an IPF Pension Plan, and subject to Article 18 and the Trust Deed and Rules of the IPF Pension Plan of which the Company is trustee for the time being, the Principal Employer may appoint any person and may remove any person as a director of the Company. Any appointment or removal shall be made in writing and signed on behalf of the Principal Employer. Where the Principal Employer is a body corporate, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall be lodged at the office or produced at any meeting of the directors and shall take effect from the date specified in the notice.
17. No director shall vacate his office and no person shall be ineligible for appointment or reappointment as a director by reason only of his having attained a particular age. No special

notice is required of any resolution appointing or approving the appointment of such a director and such notice is not required to state the age of the person to whom the resolution relates

#### **PENSIONS ACT COMPLIANCE**

18. If and for so long as the Company is a trustee of a trust scheme as a result of which section 242 of the Pensions Act 2004 applies to the Company, the Company shall secure that arrangements in accordance with that section (the "Arrangements") are implemented. Any applicable Arrangements shall override any provisions of the articles (including in particular Article 16) which are inconsistent

#### **PROCEEDINGS OF DIRECTORS**

19. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. The chairman shall have no second or casting vote. Regulation 88 shall be modified accordingly.
20. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the 1985 Act. Subject, where applicable, to such disclosure a director may vote and count in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.
21. The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly.
22. Any director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. 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.
23. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or by electronic means".

#### **SECRETARY**

24. If the Company is required by the 1985 Act to have a secretary, or if the Company is not so required but the directors decide that the Company should have a secretary, the secretary shall be appointed by the directors for such term, or such remuneration, and upon such other conditions as they may think fit, and any secretary so appointed may be removed by them

#### **THE SEAL**

25. In addition to its powers under section 36A of the 1985 Act, the Company may have a seal and the directors shall provide for the safe custody of such seal. The directors shall determine who may sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and shall be countersigned by the secretary or by a second director. The obligation under Regulation 6 relating to the sealing of share certificates shall only apply if the Company has a seal

#### **INDEMNITY AND INSURANCE**

- 26.1 The Company may indemnify, out of the assets of the Company, any director of the Company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, including against liability incurred in connection with the relevant company's activities as trustee of the IPF Plan, provided that this Article 26.1 shall only have effect insofar as its provisions are not void under the 2006 Act, and in particular, insofar as they do not provide an indemnity against any of the liabilities listed in section 235(3) of the 2006 Act
- 26.2 Subject to the 2006 Act, the Company may provide a director of the Company with funds to meet expenditure incurred or to be incurred by him in defending any civil or criminal proceedings brought or threatened against him (provided that such criminal proceedings do not result in the director's conviction), or any investigation carried out or proceedings brought or threatened against him by any regulatory authority, in any case in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or in connection with any application under sections 661(3) or (4) or section 1157 of the 2006 Act, and the Company shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under the 2006 Act to enable a director to avoid incurring such expenditure
- 26.3 The Company shall be entitled to purchase and maintain insurance for any director of the Company against any liability attaching to any such person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any such associated company

#### **NOTICES**

27. Any notice, document or information to be given to or by any person pursuant to these Articles or otherwise by the Company to a member (other than a notice calling a meeting of the



directors of the Company or a committee thereof) shall be in writing or shall be given in electronic form or, in the case of a notice, document or information sent by the Company to a member, by publication on a website, subject to and in accordance with the 2006 Act. A notice, document or information given by electronic means to an address specified for the purpose is deemed to have been given 24 hours after it was sent and Regulation 115 is modified accordingly. A notice, document or information given by means of publication on a website is deemed to have been given when (i) the notice, document or information was first made available on the website, or (ii) if later, when notification that the notice, document or information was available on the website was received or deemed received.