

Company Number: 8241182

The Companies Act 2006

PUBLIC COMPANY

ARTICLES OF ASSOCIATION

RWE NPOWER GROUP PLC

Adopted by special resolution passed on 22nd May 2013

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

RWE NPOWER GROUP PLC

1. PRELIMINARY

- 1 1 The model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles")
- 1 2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Model Articles 7, 8(4), 8(5), 16, 17, 18(1) to (3) inclusive, 21, 22(d) and (e), 23(5), 26, 33(1), 39(3) to (5) inclusive, 67(4), 63(5) and (6), 85 and 86 do not apply to the Company
- 1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles
- 1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa

2. DEFINED TERMS

- 2 1 Model Article 1 shall be varied by the inclusion of the following definitions -

"secretary" means the secretary of the Company appointed in accordance with Article 8 2 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered

3. CALLING A DIRECTORS' MEETING

- 3 1 Notice of a directors' meeting need not be in writing and must be given to each director provided that, if a director is absent (whether habitually or temporarily) from the United Kingdom, the Company has an address for sending or receiving documents or information by electronic means to or from that director outside the United Kingdom

4. DIRECTORS' DECISIONS

- 4 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 5

5. UNANIMOUS DECISIONS

- 5 1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 5 2 Such a decision may take the form of a resolution in writing signed by each eligible director (whether or not each signs the same document) or to which each eligible director has otherwise indicated agreement in writing
- 5 3 References in the Articles to "eligible directors" are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of that particular matter)
- 5 4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

6. AUTHORISATION OF DIRECTORS' INTERESTS

- 6 1 Subject to Article 6 2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes
- 6 2 (a) For the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute to give rise to a breach of the 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 may possibly conflict with the interests of the Company
- (b) Authorisation of a matter under this Article shall be effective only if
- (i) the matter in question shall have been proposed in writing for consideration at a meeting of the directors, in accordance with the board's normal procedures or in such other manner as the directors may determine,
 - (ii) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "Interested Directors"), and
 - (iii) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted
- (c) Any authorisation of a conflict under this Article 6 2 may
- (i) extend to any actual or potential conflict of interest which may arise out of the matter so authorised,
 - (ii) be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and
 - (iii) be terminated by the directors at any time,
- and a director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation
- (d) A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under this Article and any contract,

transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit

- (e) This Article does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company

7. PERMITTED INTERESTS

7 1 Subject to compliance with Article 6 2, a director, notwithstanding his office, may have an interest of the following kind

- (a) where a director (or person connected with him) is a director or other officer of, or employed by, or otherwise interested (including the holding of shares) in any Relevant Company,
- (b) where a director (or a person connected with him) is a party to, or otherwise interested in, any contract, transaction or arrangement with a Relevant Company, or in which the Company is otherwise interested,
- (c) where the director (or person connected with him) acts (or any firm of which he is a partner, employee or member) acts in a professional capacity for any Relevant Company (other than as auditor) whether or not he or it is remunerated therefor,
- (d) where a director is or becomes a director of any other company in which the Company does not have an interest if that cannot reasonably be regarded as likely to give rise to a conflict of interest at the time of his appointment as director of that other company,
- (e) an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (f) an interest, or a transaction or arrangement giving rise to an interest, of which the director is not aware, or
- (g) any other interest authorised by ordinary resolution

No authorisation under Article 6 2 shall be necessary in respect of any such interest

7 2 Subject to section 182 of the Companies Act 2006 the director shall declare the nature and extent of any interest permitted under Article 7 1, and not falling within Article 7 3, at a meeting of the directors or in such other manner as the directors may determine

7 3 No declaration of an interest shall be required by a director in relation to an interest

- (a) falling within paragraph (d), (e) or (f) of Article 7 1,
- (b) if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware), or
- (c) if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 of the Companies Act 2006) that have been or are to be considered by a meeting of the directors, or by a committee of directors appointed for the purpose under these Articles

7 4 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any Relevant Company or for such remuneration, each as referred to in Article 7 1, and no such contract, transaction or arrangement relating thereto shall be liable to be avoided on the grounds of any such interest or benefit

- 7 5 For the purposes of this Article 7, "Relevant Company" shall mean
- (a) the Company,
 - (b) a subsidiary undertaking of the Company,
 - (c) any holding company of the Company or a subsidiary undertaking of any such holding company,
 - (d) any body corporate promoted by the Company, or
 - (e) any body corporate in which the Company is otherwise interested
- 7 6 Subject to Article 7 7, 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
- 7 7 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
- 8. CONFIDENTIAL INFORMATION**
- 8 1 Subject to Article 8 2 if a director, otherwise than by virtue of his position as director, receives information in respect of which he owes a duty of confidentiality to a person other than the Company, he shall not be required
- (a) to disclose such information to the Company or the directors, or to any director, officer or employee of the Company, or
 - (b) otherwise use or apply such confidential information for the purpose of or in connection with the performance of his duties as a director
- 8 2 Where such duty of confidentiality arises out of a situation in which the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, Article 8 1 shall apply only if the conflict arises out of a matter which has been authorised under Article 6 2 or falls within Article 7
- 8 3 No director shall be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in decision-making or discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that has been authorised under Article 6 2 or falls within Article 7
- 8 4 This Article 8 is without prejudice to any equitable principle or rule of law which may excuse or release the director from disclosing information, in circumstances where disclosure may otherwise be required under this Article
- 9. DIRECTORS' INTERESTS – GENERAL**
- 9 1 For the purposes of Articles 6 to 9
- (a) an interest of a person who is connected with a director shall be treated as an interest of the director, and
 - (b) section 252 of the Companies Act 2006 shall determine whether a person is connected with a director
- 9 2 Where a director has an interest which can reasonably be regarded as likely to give rise to a conflict of interest, the director may, and shall if so requested by the directors

take such additional steps as may be necessary or desirable for the purpose of managing such conflict of interest, including compliance with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the directors for the purpose of or in connection with the situation or matter in question, including without limitation

- (a) Absenting himself from any meetings of the directors at which the relevant situation or matter falls to be considered, and
- (b) Not reviewing documents or information made available to the directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information

9 3 The Company may by ordinary resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of Articles 6 to 9

10. TERMINATION OF DIRECTOR'S APPOINTMENT

10 1 In addition to the events terminating a director's appointment set out in Model Articles 22(a) to (c) inclusive and (f), a person ceases to be a director as soon as -

- (a) that person is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have, or
- (b) that person has in writing offered to resign and the directors resolve to accept such offer, or
- (c) that person is removed from office by notice in writing signed by all his co-directors (being at least two in number) but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company,
- (d) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office, or
- (e) that person's contract of service as a director, or under the terms of his appointment his period of office, expires or is terminated without being renewed or extended within 14 days

11. MAJORITY MEMBER'S RIGHT TO APPOINT AND REMOVE DIRECTORS

11 1 Any member or members holding a majority in nominal amount of the issued ordinary share capital that confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed and any alternate director Any such appointment or removal shall be effected by notice in writing to the Company by the relevant member or members Any such appointment or

removal shall take effect when it is delivered to the registered office of the Company or, if it is produced at a meeting of the directors, when it is so produced or, if sent by electronic means to an address generally used by the Company, when it is sent. Any such removal shall be without prejudice to any claim that a director may have under any contract between him and the Company.

- 11 2 Any such removal shall be without prejudice to any claim that a director may have under any contract between him and the Company.

12. SECRETARY

- 12 1 The Company must have a secretary at all times.

- 12 2 The directors have the power to appoint a secretary. The directors may appoint the secretary for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the directors may be removed by them.

- 12 3 The directors must take all reasonable steps to secure that any person appointed as secretary has the knowledge, experience and qualifications required under section 273 of the Companies Act 2006.

13. ALTERNATE DIRECTORS

- 13 1 Model Article 24 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".

- 13 2 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.

- 13 3 Except as the Articles specify otherwise, alternate directors

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) 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.

- 13 4 A person who is an alternate director but not a director

- (a) 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),
- (b) 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
- (c) shall not be counted as more than one director for the purposes of the Articles.

- 13 5 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.

- 13 6 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.

- 13 7 Model Article 27(d) is modified by the deletion of the "," and all words which follow the words "as a director terminates"

14. NOTICE OF GENERAL MEETINGS

- 14 1 (a) Every notice convening a general meeting of the Company must comply with the provisions of -
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

15. QUORUM AT GENERAL MEETINGS

- 15 1 (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum
- (b) If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum
- 15 2 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, if the meeting was convened by the members, the meeting shall be dissolved and, in any other case, the chairman of the meeting must adjourn it. If at the adjourned meeting the persons attending within half an hour of the time at which the meeting was due to start do not constitute a quorum, the members present shall constitute a quorum

16. VOTING AT GENERAL MEETINGS

- 16 1 (a) Subject to Article 16 2 below, on a vote on a resolution at a general meeting on a show of hands -
- (i) each member who, being an individual, is present in person has one vote,
 - (ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote, and
 - (iii) if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the meeting has, subject to section 323(4) of the Companies Act 2006, one vote
- (b) Subject to Article 16 2 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him

- 16 2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member in respect of any shares held by that member have been paid

- 16 3 (a) Model Article 36(2) is amended by the deletion of the word "or" in Model Article 36(2)(c), the deletion of the " " after the word "resolution" in Model Article 36(2)(d) and its replacement with ", or" and the insertion of a new Model Article 36(2)(e) in the following terms -

"by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right"

- (b) A demand for a poll made by a person as proxy for a member is the same as a demand made by the member

- 16 4 Model Article 39 shall be modified by the addition of a new Model Article 39(9) stating as follows -

"On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, except that if the proxy has been duly appointed by more than one member entitled to vote on the resolution and

(a) has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it, or

(b) has been instructed to vote the same way (either for or against) on the resolution by all of those members except those who have given the proxy discretion as to how to vote on the resolution,

the proxy is entitled to one vote for and one vote against the resolution "

17. CONTENT AND EXECUTION OF SHARE CERTIFICATES

- 17 1 Model Article 47 shall be modified by the addition of a new paragraph 47(3) stating as follows -

"The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed "

18. DELIVERY OF PROXY NOTICES

- 18 1 (a) Subject to paragraph (b), a proxy notice must be delivered to a proxy notification address before the time appointed for the holding of the general meeting or adjourned meeting to which it relates

- (b) In the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, the notice must be delivered to a proxy notification address before the time appointed for the taking of the poll

- 18 2 A proxy notice relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates

19. ALLOTMENT OF SHARES

- 19 1 All shares shall be under the control of the directors who may (subject to section 551 of the Companies Act 2006 and to Articles 19 2 and 19 3) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- 19 2 The directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot shares in the Company, and/or grant rights to subscribe for or to convert any security into such shares up to a maximum amount of 7,000,000 shares of £1 each at any time or times during the period of five years from the date of adoption of these Articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company or to be made by the Company within that period The authority given to the directors to allot shares and grant rights to subscribe for or convert securities into shares of the Company under this Article may be renewed, revoked or varied by ordinary resolution
- 19 3 In accordance with section 570 of the Companies Act 2006, the directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under Article 19 2 above as if sections 561 and 562 of the Companies Act 2006 did not apply to the Company This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry
- 19 4 Save as is permitted by section 586(2) of the Companies Act 2006, no shares of the Company may be allotted unless they are paid up at least as to one-quarter of their nominal value and the whole of any premium

20. SHARE TRANSFERS

- 20 1 The directors may refuse to register the transfer of a share (whether or not it is fully paid), and, if they do so, the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for such refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration, unless the directors suspect that the proposed transfer may be fraudulent

21 COMMUNICATIONS

- 21 1 (a) 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 sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company
- (b) If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders
- (c) Model Article 80(2) is amended by the deletion of the first word "A" and its replacement with "Subject to the Articles, a"
- 21 2 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 24 hours after such notices or other documents were put in the post or duly given to the delivery agent
- (b) If the Company sends or supplies notices or other documents to an address outside the United Kingdom and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended

recipient is deemed to have received such notices or other documents five working days after such notices or other documents were put in the post or duly given to the delivery agent

- (c) If the Company delivers personally or leaves at the intended recipient's address any notices or other documents, the intended recipient is deemed to have received such notices or other documents on the day and time the notices or other documents were sent
- (d) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents on the day and time the notices or other documents were sent, and proof that the notices or other documents were sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent
- (e) For the purposes of this Article 21 2, no account shall be taken of any part of a day that is not a working day

22. COMPANY SEALS

- 22 1 Model Article 81(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors
- 22 2 Model Article 81(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by -
 - (a) an authorised person in the presence of a witness who attests the signature, or
 - (b) two authorised persons"

23. INDEMNITY

- 23 1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Companies Act 2006, every director or former director and officer of the Company and of each of the Associated Companies of the Company shall be indemnified by the Company out of its own funds against
 - (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any Associated Company of the Company other than
 - (i) any liability to the Company or any Associated Company of the Company, and
 - (ii) any liability of the kind referred to in section 234(3) of the Companies Act 2006, and
 - (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office
- 23 2 Subject to the Companies Acts, the Company may indemnify a director and former director of the Company and any Associated Company of the Company if it is the trustee of an occupational pension scheme (within the meaning of section 235(6) of the Companies Act 2006)
- 23 3 Where a director or officer is indemnified against any liability in accordance with this Article 23, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto

- 23 4 In this Article 23, "Associated Company" shall have the meaning given thereto by section 256 of the Companies Act 2006

24. INSURANCE

- 24 1 Without prejudice to Article 23, the directors shall have power to purchase and maintain insurance for or for the benefit of

- (a) any person who is or was at any time a director or officer of any Relevant Company (as defined in Article 24 2 below), or
- (b) any person who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested,

including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto)

- 24 2 For the purpose of Article 24 1, "Relevant Company" shall mean

- (a) the Company,
- (b) any holding company of the Company,
- (c) any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or
- (d) any subsidiary undertaking of the Company or of such other body

25. DEFENCE EXPENDITURE

- 25 1 Subject to the provisions of and so far as may be permitted by the Companies Act 2006, the Company

- (a) may provide a director or former director or officer of the Company or any Associated Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in
 - (i) defending any criminal or civil proceedings in connection with any negligence with any negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company of the Company, or
 - (ii) in connection with any application for relief under the provisions mentioned in section 205(5) of the Companies Act 2006, and
- (b) may do anything to enable any such director or officer to avoid incurring such expenditure

- 25 2 The terms set out in section 205(2) of the Companies Act 2006 shall apply to any provision of funds or other things done under Article 25 1

- 25 3 Subject to the provisions of and so far as may be permitted by the Companies Act 2006, the Company

- (a) may provide to a director or former director or officer of the Company or any Associated Company of the Company 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, default, breach of duty or breach of trust by him in relation to the Company or any Associated Company of the Company, and
- (b) may do anything to enable any such director or officer to avoid incurring such expenditure

25 4 In this Article 25 "Associated Company" shall have the meaning given thereto by section 256 of the Companies Act 2006