

SPECIAL AND ORDINARY RESOLUTIONS
OF
GRASSICK'S GARAGE LIMITED

At an Extraordinary General Meeting of the above Company duly convened and held at 48 Tay Street, Perth, PH1 5TR on the Twenty eighth day of December Nineteen hundred and ninety five the Sub-joined Special and Ordinary Resolutions were duly passed, viz:-

SPECIAL RESOLUTIONS

1. THAT the Company adopt in place of its existing Articles of Association the amended Articles of Association tabled to the meeting.
2. THAT the 1,350 Ordinary Shares held by the M.L. Grassick Accumulation and Maintenance Trust be converted into 202,500 7% Irredeemable Preference Shares of £1 each.

ORDINARY RESOLUTION:

1. THAT the authorised Share Capital of the Company be increased from £8,000 to £210,500 by the creation of 202,500 7% Irredeemable Preference Shares of £1 each.

...*M.L. Grassick*.....

Director

[Handwritten signature]



THESE ARE THE ARTICLES OF ASSOCIATION REFERRED TO IN THE FOREGOING RESOLUTION.

.....M. L. Grassick.....
Chairman

SC 17678

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

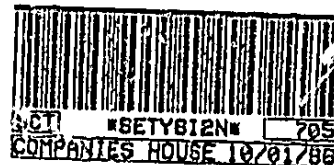
GRASSICK'S GARAGE LIMITED

PRELIMINARY

1. (a) In these Articles "Table A" means Table A contained in the Companies (Tables A to F) Regulations 1985 forming part of the Companies Act 1985; "the 1985 Act" means the Companies Act 1985.
- (b) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 12, 24, 30, 31, 41, 42, 43, 56, 84, 86(a), 87, 91, 94, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.
- (c) Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the 1985 Act or any modification thereof in force at the date at which these Articles are adopted by the Company.
- (d) Where the context so admits or requires words used herein importing the singular shall be deemed to include the plural and vice versa; the masculine gender shall be deemed to include the feminine gender and vice versa; and a person shall be deemed to include a company, partnership or any form of incorporation.

PRIVATE COMPANY

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.



SHARES

3. (a) The share capital of the Company at the adoption of these Articles is £210,500 divided into 8,000 Ordinary Shares of £1 each and 202,500 7% Irredeemable Preference Shares of £1 each.
- (b) The Ordinary Shares and the 7% Irredeemable Preference Shares (the "Preference Shares") shall entitle the holders thereof to the special rights and subject them to the restrictions and provisions following, namely:-
- (c) The Ordinary Shares shall confer on the holders thereof:-
- (i) subject to the payment in full of all dividends payable in respect of the Preference Shares in respect of the relevant financial year, the right to the profits of the Company (if any) resolved and remaining to be distributed in respect of such financial year; and
 - (ii) subject to the repayment at par of the capital paid up on the Preference Shares, the right in winding-up of the Company or on a reduction of capital to the assets of the Company remaining to be divided on such winding-up or such reduction of capital.
- (d) the Preference Shares shall confer on the holders thereof:-
- (i) the right to be paid out of the distributable profits of the Company available for dividend and resolved to be distributed in respect of any financial year, in priority to any dividend payable in respect of the Ordinary Shares at the rate of 7% per annum on the capital for the time being paid up thereon;
 - (ii) the right in a winding-up of the Company or on a reduction of capital, in priority to any payment in respect of the Ordinary Shares to the assets of the Company remaining to be divided on such winding-up or such reduction of capital.
4. (a) Subject to the provisions of the 1985 Act and of this Article the unissued shares of the capital of the Company shall be under the control of the Directors who may offer, allot, grant options over or otherwise dispose of the same to such persons and for such consideration upon such terms and conditions, and at such times, as the Directors think fit.
- (b) (i) in accordance with the provisions of Section 80 of the 1985 Act

the Directors shall, for a period of five years expiring from the date of adoption of these Articles (and thereafter provided this authority is renewed from time to time by the Company in General Meeting), be unconditionally authorised to exercise the power of the Company to allot relevant securities to such person or persons including any Director as the Directors shall in their absolute discretion think fit;

(ii) the Directors may, on behalf of the Company, make an offer or agreement which would or might require relevant securities to be allotted after the aforesaid authority has expired and are hereby authorised to allot relevant securities pursuant to any such agreement;

(iii) the maximum amount of such relevant securities which may be so allotted shall be the authorised but as yet unissued share capital of the Company at the date of allotment.

(c) In accordance with Part V Chapter VI of the 1985 Act the Directors may give financial assistance for the acquisition of the shares of the Company or of any holding company of the Company or give financial assistance to reduce the liability following upon such an acquisition subject to and in accordance with the provisions of the said Part V.

5. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under any liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that, except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him, no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call and each Member shall (subject to receiving at least fourteen days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. In the event that a Member upon whom a call is made transfers his shares before the amount due under the call has been paid, the transferor and the transferee shall be jointly and severally liable to the Company for the amount of the call. A call may be revoked or postponed as the Directors may determine.

TRANSFERS

7. Except for a transfer to another Member as provided in Article 8 or a transfer in terms of Article 9 the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

8. No share shall be transferred to any person who is not an existing Member so long as any Member is willing to purchase it in accordance with the following provisions:

(i) If any shareholder or any person or persons legally representing a deceased or bankrupt or incapacitated shareholder wishes to sell or transfer any shares ("the Selling Member") he shall be bound to offer the

shares ("the Sale Shares") to the other Members on the terms and conditions contained in this Article by notice in writing to the Secretary at the Registered Office and the said notice shall constitute the Directors as the Selling Member's agents fully empowered to sell the Sale Shares to any Member or Members, (including themselves) in accordance with this Article. On receipt of the said notice the Secretary shall, within two business days, serve notice ("the Sale Notice") on all the other Members advising them that the Selling Member wishes to sell the Sale Shares;

- (ii) the price per share of the Sales Shares shall be fixed, failing agreement amongst the Members including the Selling Member within seven days of the date of the Sale Notice, by the Auditor of the Company or in the event of the Auditor declining to act, by a Chartered Accountant in practice in Scotland to be nominated by the President of the Institute of Chartered Accountants in Scotland on the application of any Member (including the Selling Member) or the Directors (the Auditor or the nominated Chartered Accountant is hereinafter referred to as "the Valuer"). The Valuer shall fix the market value per share for the Sale Shares as at the date of the Sale Notice acting as an expert and valuer only and shall notify the Directors thereof. The Valuer's determination as to the market value per share of the Sale Shares shall be binding on all parties concerned except in the event of manifest error. The price agreed amongst the Members or determined by the Valuer in terms of this Article is hereinafter referred to as "the Sale Share Price". The Directors shall within two business days of the Sale Share Price having been agreed by the Members or notified by the Valuer as the case may be, advise the Members (including the Selling Member) of the Sale Share Price.
- (iii) the Directors may in their sole discretion cause the Secretary to serve a Sale Notice in respect of all or any part the shares held by the representatives of any deceased, bankrupt or incapax Member. Such a Sale Notice shall have the same force and effect as if the said representatives had requested that it be issued in terms of paragraph (i) of this Article. A copy of a Sale Notice so issued will also be served upon such representatives at the same time as it is served on the other Members (whenever the phrase "Selling Member" appears in these Articles it shall refer, inter alia, to any such representatives, notwithstanding that they may not be Members).
- (iv) a Selling Member shall not be entitled to cause a Sale Notice once served to be revoked, withdrawn or cancelled unless all the Members consent in writing;
- (v) all Members wishing to purchase all or a proportion of the Sale Shares ("the Purchasing Members") shall within three weeks of being notified of the Sale Share Price give notice to the Secretary ("the Purchase Notice") stating the number of Sale Shares which they wish to purchase. A Purchase Notice shall not be capable of being amended or revoked except with the consent in writing of all of the Members.
- (vi) in the event that the total number of shares comprised in all the Purchase Notices is greater than the total number of Sale Shares then, unless all the Purchasing Members agree to the contrary, the Sale Shares shall be divided among the Purchasing Members as follows:
 - (a) The Sale Shares shall be divided among the Purchasing Members in the proportion that the number of shares held by them

respectively on the date of service of the Sale Notice bears to the total number of shares held by all the Purchasing Members on that date provided always that the foregoing provision shall not require any Purchasing Member to purchase a greater number of shares than he or they had specified in the Purchase Notice served by him or them;

(b) in the event that any Purchasing Member specified fewer shares in the Purchase Notice served by him than he would otherwise be entitled to pursuant to the foregoing paragraph (a), such Purchasing Member shall purchase only such number of Sale Shares as specified in the Purchase Notice served by him. The Sale Shares in excess of those specified in the Purchase Notice served by such Purchasing Member shall be divided among the other Purchasing Members in the proportion that the number of shares held by each of such other Purchasing Members on the date of service of the Sale Notice bears to the total number of shares held by all of such other Purchasing Members on that date; provided always that the foregoing provision shall not require any Purchasing Member to purchase a greater number of shares than he had specified in the Purchase Notice served by him;

(c) in the event that after the provisions of the foregoing paragraphs (a) and (b) have been complied with any Sale Shares remain unsold, the Directors shall at their sole discretion within three weeks of the Members being advised of the Sale Share Price be entitled to apportion such Sale Shares amongst any Member or Members (including any of the Directors if they are also Members) in such proportions as they determine in their sole discretion provided such Member or Members are willing to purchase such Sale Shares at the Sale Share Price. Hereinafter where the phrase "Purchasing Members" occurs it shall refer, inter alia, to such Member or Members.

(vii) after the Sale Shares have been apportioned amongst the Purchasing Members the Directors shall forthwith notify the Selling Member to whom and in what proportion the Sale Shares have been apportioned and shall advise the Purchasing Members of the number of Sale Shares apportioned to them. Thereafter the Selling Member shall be bound to sell and the Purchasing Members bound to purchase such of the Sale Shares as have been notified to them as aforesaid at the Sale Share Price. The Purchasing Members shall be bound to tender the Sale Share Price to the Selling Member within 14 days of the date of being advised of the number of Sale Shares apportioned to them. The Selling Member shall be bound, on payment of the Sale Share Price, to transfer the appropriate number of Sale Shares to the Purchasing Member or Members. In the event of a Selling Member failing to carry out the sale within 14 days after the Purchasing Member has tendered payment of the Sale Share Price, the Directors may receive the Sale Share Price from the Purchasing Member and any Director nominated by the Directors for the purpose shall thereupon be deemed to be the duly appointed Attorney of the Selling Member with full power to execute and complete a Stock Transfer in respect of the Sale Shares being purchased in the name of and on behalf of the Selling Member. The Directors shall be entitled to deliver the said Stock Transfer (together with the Share Certificate or Certificates or other document or documents of title if available) to the Purchasing Member in exchange for the Sale Price and to give a good discharge for receipt

of the Sale Share Price on behalf of the Selling Member. In such cases, a Purchasing Member shall not be bound to see to the application of the purchase money and a Selling Member shall be entitled to receive the Sale Share Price (without interest) on delivery to the Directors of the Share Certificate or Certificates comprising the Sale Shares or other evidence of title to the Sale Shares satisfactory to the Directors. Until such delivery the Directors may deposit the Sale Share Price in the name of the Company and at the risk of the Selling Member in a British Clearing Bank. Upon receipt of a duly stamped transfer of the Sale Shares in favour of a Purchasing Member, the Directors shall give effect to the same and register the Purchasing Member as the holder thereof.

- (viii) after the name of the Purchasing Member has been entered in the Register in purported exercise of the powers conferred by this Article, the validity of the Purchasing Member's title or the proceedings whereby it was acquired shall not be open to challenge at the instance of any person.
 - (ix) if, within 2 months of the Selling Member being advised of the proportion of Sale Shares allotted to the Purchasing Members any of the Sale Shares remain unsold whether by default of the Purchasing Member or otherwise than by default of the Selling Member then the Selling Member may, subject to the provisions of this Article, sell or transfer such of the Sale Shares as are unsold to any person and at any price or value not less than the Sale Share Price within 6 months of the date of his being advised of the Sale Share Price.
 - (x) where the Selling Member sells or transfers part only of his holding of Shares and has complied with all the provisions of these Articles in connection with the Sale Shares then the Directors shall issue to the Selling Member a Share Certificate for the balance of Shares still held by him.
 - (xi) in the event any of the foregoing provisions resulting in fractions of shares being sold or transferred no fractional shares shall be created and sold or transferred but the Directors shall in their sole discretion round up or down such fractions to the nearest whole number of shares.
9. Where the child, children or other direct issue of Mrs Mary Lillian Grassick become entitled to shares in terms of the Will or other such testamentary disposition of a deceased member (including Mrs Mary Lillian Grassick) or on the laws of intestacy binding upon the estate of such deceased member then:
- (i) the Executor or Trustee of the deceased Member (or the equivalent of such Executor, Trustee in any legal system with jurisdiction over the estate of such deceased member, provided such equivalent person is recognised by the law of Scotland) shall be entitled after establishing his identity as such Executor, Trustee or equivalent to the reasonable satisfaction of the Directors, to have his interest in the deceased Member's shares noted in the books and records of the Company; and
 - (ii) thereafter such Executor, Trustee or the equivalent thereof shall be entitled to transfer the said shares to the child, children or direct issue of Mrs Mary Lillian Grassick entitled to them as aforesaid, provided always it is established to the reasonable satisfaction of the Directors that the transferee or transferees are indeed the person

or persons entitled to them;

- (iii) the Directors shall be obliged, subject to their being reasonably satisfied as aforesaid, to register the interest of such Executor or Trustee or the equivalent thereof and to register as holder of the shares in question after such transfer or transfers the said child, children or direct issue of Mrs Mary Lillian Grassick who are entitled to the shares and to issue to him, her or them as the case may be, the required share certificate or certificates.

NOTICES

10. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the 1985 Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors, the appointment of, and the fixing of the remuneration of, the auditors, and the fixing of the remuneration of the Directors.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
13. So long as she shall remain a Member and she so wishes, Mrs Mary Lillian Grassick shall be the Chairman of any General Meeting. In the event that Mrs Grassick is unwilling or unable to chair any General Meeting, the Directors present at the meeting in question shall be entitled to appoint one of their number to be Chairman, or if there is only one Director present and willing to act, he shall be Chairman but any Chairman so appointed or acting shall not be entitled to a casting vote and to that extent Regulation 50 of Table A is amended.
14. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.
15. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
16. Any receiver, curator bonis or other person in the nature of a receiver or curator bonis appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf to administer the property and affairs of any Member may vote, whether on a show of hands or on a poll, on behalf of that Member and any such person may appoint a proxy to vote on a poll on behalf of that Member.

DIRECTORS

17. The number of Directors shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one and Regulation 64 of Table A shall be modified accordingly. A sole Director, where the minimum number of Directors is one shall be entitled to exercise all the authority and powers vested by Table A, these Articles and by operation of law in the Directors and Regulation 89 of Table A will be construed accordingly.
18. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.
19. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
20. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the 1985 Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
21. Without prejudice to Section 317 of the 1985 Act, a Director shall not vote at a meeting of the 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 conflicts or may conflict with the interests of the Company without that Director first having disclosed full and complete details of his said interest to the Directors and the Directors having agreed that the Director in question may vote on the resolution notwithstanding his interest. Regulation 85 of Table A shall be read subject to and to the extent necessary shall be deemed to be modified by the terms of this Article.
22. No Director of the Company shall engage, participate, be interested or concerned in (whether as shareholder, director, employee, consultant, partner, agent or otherwise) in any company, firm or business which is or may be in competition with the business or businesses carried on by the Company, from time to time, without that Director first having disclosed full and complete details of his said participation to the Directors and the Directors agreeing that the Director in question may participate in any such company, firm or business and still remain a Director of the Company. The Directors may lay down such conditions as they think necessary on which the Director in question may participate in any such company, firm or business. In the event that any Director participates in any company, firm or business in breach of the provisions of this Article or breaches any conditions for such participation laid down by the Directors pursuant to this Article, the Directors shall be entitled to terminate his appointment as a Director, forthwith.

23. The Director or Directors having or wishing to have the interest or participation in question shall not be entitled to vote on a resolution of the Directors proposed pursuant to Articles 21 and 22. A Director shall not be counted in any quorum in relation to any resolution on which he is not entitled to vote. In the event that a Director votes on any resolution in breach of this Article, the Directors shall be entitled to terminate his appointment forthwith.
24. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may establish, maintain, support, subscribe to and contribute to all kinds of Schemes, Trusts and Funds for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.
25. Mrs Mary Lillian Grassick shall not retire by rotation and to that extent Regulations 67, 73, 74, 75, 76, 77, 78, 79 and 80 of Table A shall be modified accordingly. The words "...by rotation or otherwise..." where they appear in Regulation 67 of Table A shall be inapplicable in respect of any alternate director appointed by the said Mrs Grassick. All other Directors shall retire by rotation and Regulations 67, 73, 74, 75, 76, 77, 78, 79 and 80 of Table A shall have full force and effect in relation to such Directors.
26. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.
27. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the 1985 Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director for any cause ipso facto immediately cease to hold such executive office.
28. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company.
29. So long as she shall remain a Member and she so wishes, Mrs Mary Lillian Grassick shall be the Chairman of the Board of Directors. In the event that Mrs Grassick is unwilling to chair any Board Meeting or is unable to attend any Board Meeting the Directors shall be entitled to appoint one of their number to chair the Board Meeting in question but any chairman so appointed

shall not be entitled to a casting vote whether at a General Meeting or Board Meeting and to that extent Regulations 50 and 88 of Table A are amended.

30. A Director shall not act as Director of any other company nor be involved in any other business without the authority of an Ordinary Resolution of the Company.

CAPITALISATION OF PROFITS

31. The Directors may with the authority of an Ordinary Resolution of the Company:
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;
 - (b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of Ordinary Shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: Provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;
 - (c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid, rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
 - (d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;
 - (e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being thereupon effective and binding on all such Members); and
 - (f) generally to do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES

32. The power which the Company may exercise pursuant to Section 719 of the 1985 Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the

cessation or the transfer to any person of the whole or part of any of the undertaking of the Company or any of its subsidiaries may, before the commencement of any winding-up, be exercised by a resolution of the Directors and any payment made under this Article may be made out of the profits of the Company which are available for dividend.

INDEMNITIES

33. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including, without prejudice to the foregoing generality, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 and 727 of the 1985 Act, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the 1985 Act.

SERVICES OF NOTICES

34. Any Notice to be served pursuant to these Articles, may be served by leaving it at the address provided for service or by posting by first class mail, telexing, cabling or otherwise transmitting in printed form said Notice to the said address provided for service. Such Notices shall be deemed to have been properly served, if posted, at the expiration of twenty four hours after posting; if by cable on the day after it is sent; if by telex on the date such telex is sent; and in the case of other forms of transmission on the date on which it should be received by the recipient in the normal course of such form of transmission. In proving service of Notices by post it shall be sufficient to prove that the envelope containing the same was properly addressed, stamped and posted; in the case of telex that the answer back code of the addressee from time to time appeared on the sender's copy of transmission; and in the case of a cable or other form of transmission that the proper address was given to the sending Post Office or other transmission body. Regulations 112 and 115 of Table A shall be modified accordingly.