

COMPANY NUMBER: 1356000

THE COMPANIES ACTS 1985 & 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF  
TILES (UK) LIMITED  
(the "Company")

FRIDAY



A24

26/03/2010  
COMPANIES HOUSE

329

CIRCULATION DATE 31 MARCH 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- (i) Resolution 1 below is passed as an ordinary resolution (the **Ordinary Resolution**), and
- (ii) Resolution 2 below is passed as a special resolution (the **Special Resolution**)

**ORDINARY RESOLUTION**

- 1 **THAT** the 50,002 of the 800,032 issued "A" Ordinary shares of 5 pence each in the capital of the Company held at the date of this resolution by Ian Kershaw all be redesignated as "C" Ordinary shares of 5 pence each, having the rights ascribed to them by the new Articles of Association to be adopted pursuant to resolution 2 below


**SPECIAL RESOLUTION**

- 2 **THAT** the regulations in the form attached to this resolution and initialled for the purposes of identification be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other Articles of Association


**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution

The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the Ordinary Resolution and Special Resolution

  
ALISON BOLD

  
IAN KERSHAW



For and on behalf of  
**NEARFRONT LIMITED**

Dated 5<sup>th</sup> MARCH 2010

#### **NOTES**

- 1 You can choose to agree to both the Ordinary Resolution and Special Resolution or neither of them but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 4 The resolutions set out above will lapse if you do not agree to the resolutions within 28 days of the Circulation Date. If you agree to the resolutions please ensure that your agreement reaches us before that date

AS

DATED 5<sup>TH</sup> MARCH 2010

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**ARTICLES OF ASSOCIATION  
OF TILES (UK) LIMITED**

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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**TILES (UK) LIMITED**

(Company No 1356000)

(Adopted by special resolution passed on 5<sup>TH</sup> MARCH 2010)

**AGREED TERMS**

**1. INTERPRETATION**

1.1 In these Articles, the following words have the following meanings

**A Ordinary Share:** an ordinary share of £0.05 in the capital of the Company designated an "A" ordinary share,

**Act:** the Companies Act 2006,

**appointor:** has the meaning given in article 12.1,

**Articles:** the Company's articles of association for the time being in force,

**B Ordinary Share:** an ordinary share of £0.05 in the capital of the Company designated a "B" ordinary share,

**Business Day:** any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

**C Ordinary Share:** an ordinary share of £0.05 in the capital of the Company designated a "C" ordinary share,

**Conflict:** has the meaning given in article 9.1,

**Controlling Interest:** an interest in shares giving to the holder or holders control of the Company within the meaning of section 840 of the Income and Corporation Taxes Act 1988,

**Director:** a director of the Company,

**Eligible Director:** a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter);

**Interested Director:** has the meaning given in article 9 1,

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

**Ordinary Shares:** the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue from time to time, and **Ordinary Share** means one such share,

**Ordinary Shareholder:** a holder of Ordinary Shares,

**Writing or written:** the representation or reproduction of words, symbols or other information in a visible form

- 1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company
- 1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles
- 1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1 5 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force

## **2. ADOPTION OF THE MODEL ARTICLES**

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles,

and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation

2 2 Articles 6(2), 11 to 14 (inclusive), 16, 17, 22, 26(5), 27 to 29 (inclusive), 36, 38, 39, 43, 49 and 50 to 53 (inclusive) of the Model Articles shall not apply to the Company

2 3 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur"

## **DIRECTORS**

### **3. DIRECTORS' MEETINGS**

3.1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 4

3 2 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit

3 3 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution and resolutions at any meeting of the directors or committee of the directors shall be decided by a majority of votes

### **4. UNANIMOUS DECISIONS OF DIRECTORS**

4 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.

4.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing

4 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at a directors' meeting to vote on the matter in accordance with article 7

**5. NUMBER OF DIRECTORS**

The number of directors need not be more than one but there shall be no maximum number No shareholding qualification for directors shall be required

**6. CALLING A DIRECTORS' MEETING**

6 1 Any director may call a meeting of directors by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to each director or by authorising the Company secretary (if any) to give such notice

6 2 Notice of any directors' meeting must be accompanied by:

6 2 1 an agenda specifying in reasonable detail the matters to be raised at the meeting, and

6 2 2 copies of any papers to be discussed at the meeting

6 3 Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors agree in writing

**7. QUORUM FOR DIRECTORS' MEETINGS**

7 1 Subject to article 7 2, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors If there is only one Eligible Director in office, the quorum for such meeting (or part of a meeting) shall be one Eligible Director

7 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 9 to authorise a director's conflict, if there is only one Eligible Director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

7 4 If a quorum is not participating within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for five Business Days at the same time and place If a quorum is not present at any such adjourned meeting within 30 minutes of the time specified, then those Eligible Directors present will constitute a quorum



**8. CHAIRING OF DIRECTORS' MEETINGS**

The chairman shall not have a casting vote

**9. DIRECTORS' INTERESTS**

9 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (the **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)

9 2 Any authorisation under this article will be effective only if

9 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

9 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and

9 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

9 3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently)

9 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,

9 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,

9 3 3 provide that the Interested Director will or will not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict,

9 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

9 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential

to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and

- 9.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 9.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 9.5 The directors may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 9.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds
- 9.7 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act
- 9.8 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under article 9.7
- 9.9 Subject, where applicable, to any terms and conditions imposed by the directors in accordance with article 9.3, and provided a director has declared the nature and extent of his interest in accordance with the requirements of

the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

9 9 1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested,

9 9 2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested,

9 9 3 shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested,

9 9 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

9 9 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

9.9 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

## **10. RECORDS OF DECISIONS TO BE KEPT**

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

## **11. APPOINTMENT AND REMOVAL OF DIRECTORS**

11 1 The holders of a majority of the Ordinary Shares for the time being shall be entitled to appoint any number of persons to be directors of the Company

- 11.2 Any director may at any time be removed from office by the holders of a majority of the Ordinary Shares. Any director who is an employee of the Company and who ceases to be an employee shall be removed from office from the date his employment ceases.
- 11.3 Any appointment or removal of a director pursuant to this article shall be in writing and signed by or on behalf of the holders of a majority of the Ordinary Shares and served on the Company at its registered office or delivered to a duly constituted meeting of the directors of the Company. Any such appointment or removal shall take effect when received by the Company or at such later time as shall be specified in such notice.
- 11.4 The right to appoint and to remove directors under this article shall be a class right attaching to the Ordinary Shares.
- 11.5 No director shall be appointed or removed otherwise than pursuant to these Articles, save as provided by law.

## **12. ALTERNATE DIRECTORS**

- 12.1 Any director (other than an alternate director) (in this article, **the appointor**) may appoint any person (whether or not a director) except for an existing director representing the other class of shares to be an alternate director to exercise that director's powers, and carry out that director's responsibilities, in relation to the taking of decisions by the directors, in the absence of the alternate's appointor. A person may be appointed an alternate director by more than one director provided that each of his appointors represents the same class of shares but not otherwise.
- 12.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.
- 12.3 The notice must
- 12.3.1 identify the proposed alternate, and
  - 12.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.
- 12.4 An alternate director has the same rights, in relation to any decision of the directors, as the alternate's appointor.

- 12 5 Except as the Articles specify otherwise, alternate directors
- 12 5 1 are deemed for all purposes to be directors,
  - 12 5 2 are liable for their own acts and omissions;
  - 12 5 3 are subject to the same restrictions as their appointors, and
  - 12 5 4 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 12 6 A person who is an alternate director but not a director
- 12 6 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating), and
  - 12 6 2 may participate in a unanimous decision of the directors (but only if his appointor is an Eligible Director in relation to that decision, and does not himself participate)
- 12 7 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an Eligible Director in relation to that decision)
- 12 8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's appointor as the appointor may by notice in writing to the Company from time to time direct
- 12 9 An alternate director's appointment as an alternate terminates
- 12 9 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
  - 12 9 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director, or
  - 12 9 3 when the alternate director's appointor ceases to be a director for whatever reason

## **SHARES**

### **13. SHARE CAPITAL**

13 1 Except as otherwise provided in these Articles, the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall rank *pari passu* in all respects but shall constitute separate classes of shares

13.2 On the transfer of any share as permitted by these Articles:

13 2 1 a share transferred to a non-shareholder shall remain of the same class as before the transfer, and

13 2 2 a share transferred to a shareholder shall automatically be redesignated on transfer as a share of the same class as those shares already held by the shareholder

If no shares of a class remain in issue following a redesignation under this article, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, shareholders of that class or directors appointed by that class

13 3 No variation of the rights attaching to any class of shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of shares. Where a special resolution to vary the rights attaching to a class of shares is proposed at a separate general meeting of that class of shares, all the provisions of these Articles as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy or (being a corporation) by a duly authorised representative. For the purpose of this article, one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting

13 4 Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares

13 4 1 any alteration in the Articles,

13 4 2 any reduction, subdivision, consolidation, redenomination, purchase or redemption by the Company of its own shares or other alteration in the share capital of the Company or any of the rights attaching to any share capital, and

13 4 3 any resolution to put the Company into liquidation

#### **14. RIGHTS ATTACHING TO SHARES**

- 14 1 Any profits which the Company determines to distribute in respect of any financial period may be distributed amongst different classes of shares (being, at the date of adoption of these Articles, A Ordinary Shares, B Ordinary Shares and C Ordinary Shares) as the Directors (in their absolute discretion) shall see fit but shall be distributed amongst the holders of shares of the same class pro-rata their holdings of shares of that class
- 14 2 The holders of the Ordinary Shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company On a show of hands every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of Shares so present shall have one vote for each share held by him
- 14 3 On a return of assets on liquidation, reduction of capital or otherwise, any surplus assets of the Company remaining after payment of its liabilities shall be applied as follows
- 14 3 1 firstly in paying to the holders of the A Ordinary Shares and the C Ordinary Shares the amount of any capital paid up on them respectively pari passu in proportion to the number of Ordinary Shares held by each of them, and
- 14 3 2 secondly in paying to the holders of the B Ordinary Shares the amount of any capital paid up on them, and
- 14 3 3 thereafter, in distributing the balance of such assets amongst the holders of Ordinary Shares (pari passu as if they constituted one class of share) in proportion to the numbers of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares held by them respectively

#### **15. FURTHER ISSUES OF SHARES: AUTHORITY**

- 15 1 Subject to the remaining provisions of this article 15, the directors are generally and unconditionally authorised, for the purpose of section 551 of the Act, to exercise any power of the Company to
- 15 1 1 offer or allot,
- 15.1 2 grant rights to subscribe for or to convert any security into; or
- 15.1 3 otherwise deal in, or dispose of,

any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper

15 2 The authority referred to in article 15 1

15 2 1 shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution, and

15 2 2 may only be exercised for a period of five years from the date of adoption of these Articles, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)

## **DECISION MAKING BY SHAREHOLDERS**

### **16. QUORUM FOR GENERAL MEETINGS**

16 1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two Ordinary Shareholders present in person or by proxy

16 2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on

### **17. CHAIRING GENERAL MEETINGS**

The chairman of the board of directors shall chair general meetings. If the chairman is unable to attend any general meeting, the shareholder who appointed him shall be entitled to appoint another of its nominated directors present at the meeting to act as chairman at the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

### **18. POLL VOTES**

18 1 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

18 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article



## **19. PROXIES**

- 19 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of general meeting (or adjourned meeting) to which they relate".
- 19 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid" as a new paragraph at the end of that article

## **ADMINISTRATIVE ARRANGEMENTS**

### **20. MEANS OF COMMUNICATION TO BE USED**

- 20 1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient
- 20 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,
- 20 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 20 2 In proving that any notice, document or information was properly addressed, it shall be sufficient to show that the notice, document or information was delivered to an address permitted for the purpose by the Act

### **21. INDEMNITY AND INSURANCE**

- 21 1 Subject to article 21 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- 21 1.1 each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in

which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, and

21 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 21 1 and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure

21 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

21 3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

21 4 In this article

21 4 1 a "relevant officer " means any director or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor, and

21 4 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any pension fund of the Company