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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

COUNTRY CASUALS LIMITED

FRIDAY



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A3903D6I

30/05/2014

COMPANIES HOUSE

#216

Adopted by way of special resolution by way of written resolution on 20 May 2014.

PRELIMINARY

- 1 In these Articles.
 - (a) **"The Act"** means the Companies Act 1985,
 - (b) **"Table A"** means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (including any variation or modification thereof in force at the date upon which these Articles become binding upon the Company)
- 2 1 The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified hereby
- 2 2 The regulations in Table A numbered 8 24 35 73 to 78 (inclusive) 80 94 98 and 118 shall not apply but subject as aforesaid and in addition to the remaining regulations in Table A the following shall be the Articles of Association of the Company

PRIVATE COMPANY

- 3 The Company is a private company and
 - 3 1 any invitation to the public to subscribe for any shares or debentures of the Company is prohibited, and
 - 3 2 the Company shall not have Power to issue share warrants to bearer

SHARE CAPITAL

- 4 At the date of adoption of these Articles the authorised share capital of the Company is £5,000 divided into 5,000 Ordinary shares of £1 each
- 5 1 Subject to the provisions of the Act and these Articles and to any direction to the contrary which may be given by Ordinary Resolution of the Company any unissued shares of the Company (whether forming part of the original or any increased capital)

shall be at the disposal of the Directors who may offer grant options over or grant any right to subscribe for such shares or any right to convert any security into such shares or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine

- 5 2 For the purposes of section 80 of the Act the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to the aggregate nominal amount of the Company's authorised but unissued share capital at the date on which the resolution adopting these Articles was passed which authority shall expire five years from that date
- 5 3 All new shares shall before issue be offered to the Members holding Ordinary shares in proportion as nearly as the circumstances admit to their existing holdings of such shares. The offer shall be made by notice in writing specifying the number of shares offered and limiting a time (being not less than 14 days) within which the offer if not accepted will be deemed to be declined and after the expiration of that time or if earlier on the receipt of an intimation from the Member concerned that he declines to accept the shares offered the, Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the number of new shares bears to the number of ordinary shares held by the Members) cannot in the opinion of the Directors be conveniently offered under this Article. Sections 89 and 90 of the Act shall not apply to the Company
- 6 Subject to the provisions of the Act the Company may with the authority of a Special Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or any Member
- 7 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable on that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any Member whether solely or as one of, two or more joint holders for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

PURCHASE OF OWN SHARES

- 8 Subject to the provisions of the Act the Company may with the authority of a Special Resolution purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares in the Company

ALTERNATE DIRECTORS

- 9 An alternate Director shall (subject to his giving to the Company an address at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and regulation 66 of Table A shall be modified accordingly. A Director acting as an alternate shall have an additional vote at meetings of Directors for each

Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present

POWERS OF DIRECTORS

- 10 Without prejudice to the generality of regulation 70 of Table A 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 or any part thereof and subject to the Act to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

PROCEEDINGS OF DIRECTORS

- 12 Any resolution of the Directors may for the purposes of regulation 93 of Table A be reproduced in any written form including but not limited to telefax and need not if in several documents be in like form but each shall be signed by one, or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 93 of Table A shall be modified accordingly
- 13 A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is interested and if he dies so his vote shall be counted and he, be reckoned for the purpose of constituting a quorum of Directors

INDEMNITY

- 14 Every Director Managing Director Agent Auditor Secretary or other Chief Officer of the Company shall be entitled to 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 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 Section 727 of the 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 Provided Always that this Article shall only have effect insofar as its provisions are not avoided by the Act

TRANSFER OF SHARES

- 15 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
- 16 Notwithstanding any other provision of these Articles of Association, the directors may not at any time decline to register or delay in registering any transfer of any share

- (a) to any person by way of security for finance raised directly or indirectly for the purpose of the acquisition of the company's shares or shares in a holding company or a subsidiary of the company or by way of security for any refinancing of such finance (a "**Permitted Transferee**"), or
- (b) by a Permitted Transferee to any person who receives any of such shares as a result of any enforcement (whether in whole or in part) of any security referred to in 16(a)

17 SHARE TRANSFERS TO SECURED PARTIES

17 1 Notwithstanding anything contained in these articles (including, for the avoidance of doubt, article 16 above), the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), or such other person as such a Secured Institution shall select in accordance with the terms of the relevant security document over such shares, or
- (b) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution pursuant to the power of sale or other power under such security

17 2 Furthermore, notwithstanding anything to the contrary contained in these articles

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution, or such other person as such a Secured Institution shall select in accordance with the terms of the relevant security document over such shares, and no Secured Institution as transferor or proposed transferor, shall be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred,
- (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not, and
- (c) the Company and the Directors shall not be entitled to exercise any lien which the Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of shares charged in favour of, or held by a Secured Institution or being transferred as described in this article 17