

STANFOOT INVESTMENTS UNLIMITED

Company No:

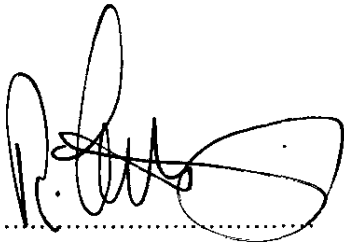
00664968

The Companies Act 2006

On the 28th November 2018 the following resolution in writing (such resolution to have effect as a special resolution) was duly passed by the Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings:

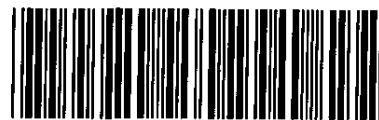
Special Resolution

"That an amended set of Articles of Association be adopted."



Roger Alexander Lightfoot

WEDNESDAY
THU



A7WSV86G

A14 09/01/2019 #286
COMPANIES HOUSE

A7KOKTQA

A13 13/12/2018 #201
COMPANIES HOUSE

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association
OF
STANFOOT INVESTMENTS UNLIMITED

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-
1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "the Act") shall apply to the Company.
 2. Clauses 11, 23, 24, 32, 40 to 46 inclusive, 49, 50, 75, 77, 79, 84, 88 and 100 of Part I of Table A shall not apply to the Company, but the Clauses hereinafter contained and the remaining Clauses of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
 3. The Company is registered as a Private Company within the meaning of Section 28 of the Act, and accordingly: -
 - (a) No transfer of any share in the Capital of the Company shall be made or registered without the previous sanction of the Directors who shall not be called upon to assign any reason for declining or failing to give such sanction.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue Share Warrants to bearer.

4. The number of members with which the Company proposes to be registered is six, but the Directors may from time to time register an increase of members.

SHARES

5. The Share Capital of the Company is £233,995.00 divided into 233, 990 Ordinary Shares of £1 each and 5 Cumulative Redeemable Preference Shares of £1 each.

6. (i) The said Cumulative Redeemable Preference Shares confer on the holders thereof the right to receive out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period a fixed cumulative preferential dividend at the rate of 6 per cent. per annum on the amount for the time being paid up or credited as paid up thereon in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company and the right on a winding up to the repayment of the capital paid up or credited as paid up thereon together with a sum equal to any arrears or accruals of dividend (whether earned or declared or not) calculated down to the date of repayment in priority to any other class of shares in the capital of the Company but the said 6 per cent. Cumulative Redeemable Preference Shares shall not confer any further right to participate in the profits or assets of the Company.

7. Subject to the provisions of Clause 3 hereof the shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions, and either at a premium or at par as they think fit, and with full power to give any person the call of any shares, either at par or at a premium, during such times and for such consideration as the Directors think fit.

8. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either

alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any shares to be exempt wholly or partially from the provisions of this Article.

9. Subject to the restrictions of these Articles any member may transfer all or any of his shares, but every transfer of a share must be in writing and in the usual common form, or in such other form as the Directors may approve, and must be left at the registered office of the Company or such other place as the Directors may appoint.

10. In Clause 29 of Part I of Table A the words "subject to Article 9" shall be deemed to be inserted after the words "where he was a sole holder, shall".

11. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages and rights (including any right conferred by membership in relation to meetings of the Company) to which he would be entitled if he were the registered holder of the share and the Executors appointed by a Will of a deceased member shall be entitled on production of the Will and pending obtaining the Grant of Probate to receive notice of, attend and vote at all General Meetings and generally to exercise all rights and powers in relation to General Meetings (including the power to convene a General Meeting) as the deceased member himself could have done.

ALTERATION OF CAPITAL

12. The Company may by Special Resolution:-

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate its shares into shares of a larger amount than its existing shares;
- (c) sub-divide its shares into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its share capital in any way.

13. Any shareholder (member) may with the consent of the Directors surrender any of his shares to the Company, either for cash payment or in consideration of the issue of any securities of or shares in the Company or for any other consideration approved by the Directors, and on

such terms as may be agreed by him and them, or by way of voluntary gift, and the Directors may accept any such surrender and carry into effect the terms on which it is made. Any shares so surrendered may be re-issued or, if the Directors think fit, cancelled.

14. The Directors, or any member holding or other person entitled to vote in respect of not less than one-tenth of the shares in the Company conferring upon the holder thereof the right to vote at General Meetings, may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any member of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

15. In Clause 15 of Part I of Table A the words "Provided that 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" shall be omitted.

16. (1) In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution twenty one days' notice at the least, and in any other case fourteen days' notice at the least, specifying the place, the day and the hour of the Meeting and in the case of special business the general nature of such business (and in the case of an Annual General Meeting specifying the meeting as such) shall be given under the regulations of the Company to such members as are under such regulations entitled to receive notices from the Company and to the Auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given.

(2) A General Meeting shall notwithstanding that it is called by shorter notice than that specified in sub-clause (1) hereof be deemed to have been duly called if it is so agreed by such number of members entitled or having a right to attend and vote thereat as is prescribed by the Act.

(3) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

17. Two members personally present shall form a quorum, and accordingly in Clause 53 of Part I of Table A the word "two" shall be substituted for the word "three".

18. One Member may demand a poll, and Clause 58 of Part I of Table A shall be deemed to be altered and modified accordingly.

19. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the members of the Company who, had a meeting been called, would be entitled to attend and vote thereat, shall (save where by law a meeting is requisite) be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company.

20. In Clause 69 of Part I of Table A the words "Not less than forty-eight hours" and "not less than twenty-four hours" shall be deleted.

21. The number of Directors shall not be less than one or more than seven. A Director need not hold any shares in the Company as qualification for his office.

22. Any Director may from time to time appoint any person to be an alternate Director. The appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present and to exercise all the powers, rights and discretions of the Director appointing him and to sign, execute and perfect all such documents, instruments and things as such Director could himself sign, execute and perfect, but, unless otherwise determined by the Company in General Meeting, he shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by the appointor and any appointment or revocation under this clause shall be effected by notice in writing to be delivered to the Secretary of the Company. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing as well as exercising the vote to which he is entitled in his own capacity as a Director.

23. The Office of a Director shall be vacated: -

- (1) If (unless contrary to the terms of any contract with the Company) by notice in writing to the Company, he resigns the office of Director; or
- (2) If he absents himself from the meeting of Directors during a continuous period of six months without special leave of absence from the Directors and they pass a Resolution that he has by reason of such absence vacated office. Provided always that attendance of an alternate Director shall constitute attendance by his appointor for the purpose of this Article; or
- (3) If he becomes bankrupt or insolvent; or
- (4) If he is found lunatic or becomes of unsound mind; or
- (5) If he ceases to be a Director by virtue of any order made under section 188 of the Act.

24. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, and he may vote as a Director in respect of the contract, or proposed contract, or any matter arising thereout, and if he does vote his vote shall be counted. But he shall declare the nature of his interest as required by Section 199 of the Act,

25. A Director may hold any position or office of profit under the Company in addition to his Directorship, except that of Auditor, and the terms and conditions of his employment may be fixed by the Board.

26. When there is only one Director all the powers, authorities and discretions exercisable by or vested in the Directors by the Act, Part I of Table A of these Articles shall be exercisable by such sole Director alone.

27. The Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending meetings of the Board or of Committee of the Board and General Meetings, and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business such Director may be paid such reasonable additional remuneration, and expenses therefor as the Directors may from time to time determine.

28. If the Directors or any of them or any other person shall become personally liable for the payment of any sums primarily due from the Company the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or persons so becoming liable as aforesaid from loss in respect of such liability.

29. Without restricting the generality of the powers of the Directors contained in Part I of Table A the Director may exercise all the powers of the Company to borrow money and may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge on any of the property of the Company including uncalled capital, or on bonds or debentures or otherwise as they may think fit and they may cause or permit any such mortgages to be redeemed or transferred as they may think fit.

30. Subject to the provisions of the Act, every Director, Officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business or the discharge of his duties.