

Clermont Consultants (UK) Limited  
(the Company)

SHAREHOLDERS' RESOLUTION

Circulated on 15 October 2019 (Circulation Date)

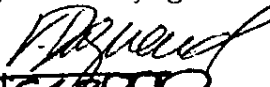
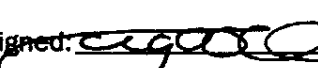

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (**Directors**) propose that the resolutions below are passed as special resolutions (**Resolutions**) and shall replace the special resolution of the Company's shareholders dated 13 March 2019.

1. THAT with effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association (**New Articles**).
2. THAT, subject to the passing of resolution 1 above, a new class of shares, being convertible shares of £1.00 each (**Convertible Shares**) be created having the rights and being subject to the restrictions set out in the New Articles.
3. THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £35,000, provided that this authority shall expire on 1 March 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

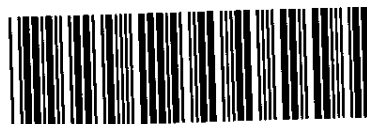
The undersigned, being persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed: 	Signed: 	Signed: 
Name: Sackmann Limited	Name: Elliot Goodman	Name: Sharon Shapshak
Date: 15.10.2019	Date: 15.10.2019	Date: 15.10.2019

Signed: 
Name: Martin Chesier
Date: 15.10.2019

WEDNESDAY



A08 23/10/2019 #19  
COMPANIES HOUSE

Clermont Consultants (UK) Limited  
(the Company)

SHAREHOLDERS' RESOLUTION

Circulated on 15 October 2019 (Circulation Date)

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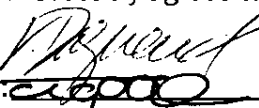
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Signed: 

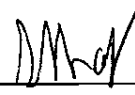
Name: Sackmann Limited

Date: 15.10.2019

Signed: 

Name: Elliot Goodman

Date: 15.10.2019

Signed: 

Name: Sharon Shapshak

Date: 15.10.2019

Signed: \_\_\_\_\_

Name: Martin Chesler

Date: \_\_\_\_\_

## NOTES

1. If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** Deliver the signed copy to Regent House Allum Gate, Theobald Street, Borehamwood, Hertfordshire, WD6 4RS

**Post:** Return the signed copy by post to Martin Chesler at the aforementioned address.

**Email:** Attach a scanned copy of the signed document to an email and sending it to [Martin@clermonttrust.com](mailto:Martin@clermonttrust.com).

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, it will. If you agree to the Resolutions, please indicate your agreement and notify us as soon as possible

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

**OF**

**Clermont Consultants (UK) Limited (co. no. 03304296) (the company)**

**Adopted by special resolution passed on 15/10/2019**

**1. Defined Terms**

**1.1 In the articles, unless the context requires otherwise:**

<b>Articles</b>	means the company's articles of association;
<b>Bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>Business Day</b>	means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business;
<b>Chairman</b>	the elected or appointed chairman of the board of directors;
<b>Chairman Of The Meeting</b>	has the meaning given in article 28;
<b>Convertible Shares</b>	means the convertible shares of £1.00 each having the rights and obligations set out in these Articles and Convertible Shareholder shall mean a holder of a Convertible Share in the Company;
<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
<b>Conflict</b>	has the meaning given in article 11;

<b>Director</b>	means a director of the company, and includes any person occupying the position of director, by whatever name called;
<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Electronic Form</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>Fully Paid</b>	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
<b>Hard Copy Form</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>Holder</b>	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
<b>Instrument</b>	means a document in hard copy form;
<b>Interested Director</b>	has the meaning given in article 11;
<b>Ordinary Resolution</b>	has the meaning given in section 282 of the Companies Act 2006;
<b>Ordinary Share</b>	means the ordinary shares of £1.00 each having the rights and obligations set out in these Articles and Ordinary Shareholder shall mean a holder of an Ordinary Share;
<b>Paid</b>	means paid or credited as paid;
<b>Participate</b>	in relation to a directors' meeting, has the meaning given in article 7;
<b>Proxy Notice</b>	has the meaning given in article 34;
<b>Shareholder</b>	means a person who is the holder of a share;
<b>Shares</b>	means shares in the company;

**Special Resolution** has the meaning given in section 283 of the Companies Act 2006;

**Transmittee** means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and

**Writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in *these articles* bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

1.3 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 (**Model Articles**) shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these articles.

1.4 Articles 8, 9, 11(2) and (3), 12, 13, 14(1), (2), (3) and (4), 17, and 44(2) of the Model Articles shall not apply to the company.

#### **Directors' Powers and Responsibilities**

##### **2. Directors' general authority**

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

##### **3. Shareholders' reserve power**

3.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

3.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### **Decision-Making by Directors**

##### **4. Directors to take decisions collectively**

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.

- 4.2 If the company only has one director, and no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

## **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, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- 5.3 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. Calling a directors' meeting**

Any director may call a directors' meeting by giving not less than 10 clear business days' notice (or such lesser notice as the directors may agree in writing) in writing of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

## **7. Participation in directors' meetings**

- 7.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with the articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 7.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 7.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **8. Quorum for directors' meetings**

- 8.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 8.2 Unless otherwise fixed by a decision of the directors, the quorum for the transaction of business at a meeting of directors is two directors or, if the company has a sole director, the quorum shall be one director.
- 8.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 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.

## **9. Casting vote**

If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting does not have a casting vote.

## **10. Transactions or other arrangements with the company**

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006 and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:

- 10.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
- 10.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- 10.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 10.1.4 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;
- 10.1.5 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
- 10.1.6 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 transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such 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 Companies Act 2006.

## **11. Conflicts of interest**

- 11.1 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 (an **interested director**) breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (**conflict**).
- 11.2 Any authorisation under this article 11 will be effective only if:
  - 11.2.1 to the extent permitted by the Companies Act 2006, 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;



- 11.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the interested director or any other interested director; and
- 11.2.3 the matter was agreed to without the interested director voting or would have been agreed to if the interested director's and any other interested director's vote had not been counted.
- 11.3 Any authorisation of a conflict under this article 11 may (whether at the time of giving the authorisation or subsequently):
  - 11.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - 11.3.2 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;
  - 11.3.3 provide that the interested director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the conflict;
  - 11.3.4 impose upon the interested director such other terms for the purposes of dealing with the conflict as the directors think fit;
  - 11.3.5 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
  - 11.3.6 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.
- 11.4 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.
- 11.5 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.
- 11.6 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 or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 12. Records of decisions to be kept**

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **Appointment of Directors**

### **13. Appointing directors**

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution.

### **14. Termination of director's appointment**

A person ceases to be a director as soon as:

- 14.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 14.1.2 a bankruptcy order is made against that person;
- 14.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 14.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 14.1.5 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 14.1.6 he is removed by ordinary resolution in accordance with section 168 of the Companies Act 2006.

### **15. Directors' remuneration**

- 15.1 Directors may undertake any services for the company that the directors decide.
- 15.2 Directors are entitled to such remuneration as the directors determine for their services to the company as directors, and for any other service which they undertake for the company. Subject to the articles, a director's remuneration may take any form, and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director. Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 15.3 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

### **16. Directors' expenses**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors, general meetings, or separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## **Shares**

### **17. Share Capital**

17.1 The share capital of the Company as at the date of adoption of these Articles is divided into Ordinary Shares and Convertible Shares.

17.2 The Ordinary Shares and Convertible Shares shall constitute separate classes of shares having the rights set out in these Articles.

17.3 No variation of the rights attaching to the Convertible Shares shall be effective except with the sanction of a special resolution of the Ordinary Shareholders. Where a special resolution to vary the rights attaching to the Convertible Shares is proposed at a separate general meeting of the Convertible Shareholders, 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.

### **18. All shares to be fully paid up**

No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

### **19. Pre-emption rights on allotments**

Except as agreed between the shareholders in writing, sections 561 and 562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in section 560(1) of the Companies Act 2006) made by the company.

### **20. Powers to issue different classes of share**

20.1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

20.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

### **21. Share transfers**

The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

## **22. Purchase of own shares**

Subject to the Companies Acts but without prejudice to any other provision of these articles, the company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Companies Act 2006, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:

22.1.1 £15,000; and

22.1.2 the nominal value of 5% of the company's fully paid share capital at the beginning of each financial year of the company.

## **Dividends and other Distributions**

### **23. Procedure for declaring dividends**

23.1 The directors may decide to pay interim dividends.

23.2 No dividend may be paid unless it is in accordance with shareholders' respective rights.

23.3 Unless the directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

23.4 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

### **24. Dividends and Distributions**

24.1 Only the holders of Ordinary Shares shall be entitled to receive dividends or distributions declared by the Company.

24.2 The holders of Convertible Shares shall not be entitled to receive any dividends, distributions, income rights or any right to a return of capital whatsoever or howsoever from the Company.

### **25. Return of Capital**

On a return of assets on liquidation or otherwise the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied pro rata to the Ordinary Shares only as if such class of shares constituted the only class of shares.

## **Organisation of General Meetings**

### **26. Attendance and speaking at general meetings**

26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

26.2 A person is able to exercise the right to vote at a general meeting when that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

26.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

26.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

26.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **27. Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **28. Chairing general meetings**

28.1 *The chairman shall chair general meetings if present and willing to do so.*

28.2 If there is no chairman in office, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the directors present, or (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

28.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

## **29. Attendance and speaking by directors and non-shareholders**

29.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

29.2 The chairman of the meeting may permit other persons who are not shareholders of the company, or otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

## **30. Adjournment**

30.1 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, the chairman of the meeting must adjourn it.

- 30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 30.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the company's general meetings is required to be given, and containing the same information which such notice is required to contain.
- 30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **Voting at General Meetings**

##### **31. Voting: general**

- 31.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 31.2 The Ordinary Shares and the Convertible Shares shall confer on each holder the right to receive notice of and to attend, speak and vote at all meetings of the Company and each Ordinary Share and each Convertible Share shall carry one vote per share as if they formed one class of shares.

##### **32. Errors and disputes**

- 32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 32.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

##### **33. Poll votes**

- 33.1 A poll on a resolution may be demanded in advance of the general meeting where it is to be put to the vote, or at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 33.2 A poll may be demanded by the chairman of the meeting, the directors, two or more persons having the right to vote on the resolution, or a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- 33.3 A demand for a poll may be withdrawn if the poll has not yet been taken, and the chairman of the meeting consents to the withdrawal.
- 33.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 34. Content of proxy notices**
- 34.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 34.1.1 states the name and address of the shareholder appointing the proxy;
- 34.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
- 34.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 34.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 34.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 35. Delivery of proxy notices**
- 35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 35.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 35.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**36. Means of communication to be used**

- 36.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 36.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 36.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

**Directors' Indemnity and Insurance**

**37. Indemnity**

- 37.1 Subject to paragraph 37.2, a director or former director of the company or an associated company of the company or an associated company may be indemnified out of the company's assets against:
- 37.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- 37.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 37.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 37.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

**38. Insurance**

The directors may decide to purchase and maintain insurance, at the expense of the company, in respect of any loss or liability which has been or may be incurred by a director or former director of the company or an associated company in connection with that director's duties or powers in relation to the company.