

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

COMPANY NO. 03552625

ARTICLES OF ASSOCIATION OF RETAILNEXT RP UK LTD

FRIDAY



A09 *ABZZKØCA* #32
24/03/2023
COMPANIES HOUSE

Preliminary

- 1 The Company is a private company and the following provisions and (unless and to the extent that they are excluded or modified by, or are inconsistent with the provisions set out in this document) the regulations contained in Table A shall constitute the articles of association of the Company and references in this document to **"these articles"** shall be construed accordingly.
- 2 In these articles:
 - 2.1 **"Table A"** means the regulations contained in Table A in the schedule to the *Companies (Tables A to F) Regulations 1985* (SI 1985/805) (as amended by the *Companies (Tables A-F) (Amendment) Regulations 1985* (SI 1985/1052), the *Companies Act 1985 (Electronic Communications) Order 2000* (SI 2000/3373), the *Companies (Tables A-F) (Amendment) Regulations 2007* (SI 2007/2541) and the *Companies (Tables A-F) (Amendment) (No 2) Regulations 2007* (SI 2007/2826));
 - 2.2 **"Act"** has the meaning given to it in Table A;
 - 2.3 **"2006 Act"** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
 - 2.4 **"1985 Act"** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - 2.5 **"working day"** has the meaning given to it in section 1173(1) of the 2006 Act;
 - 2.6 **"written"** and **"in writing"** include any method of representing or reproducing words in legible form;
 - 2.7 unless the context otherwise requires, any other words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of that meaning not in force when these articles become binding on the Company;
 - 2.8 unless the context requires otherwise, references in these articles to numbered regulations shall, be deemed to be references to regulations in Table A; and
 - 2.9 references in these articles to numbered articles shall be deemed to be references to numbered provisions in this document.
- 3 Regulation 1 shall be modified by the deletion of the words "communication" means the same as in the *Electronic Communications Act 2000* "electronic communication" means the same as in the *Electronic Communications Act 2000* " Regulations 8, 24, 40, 41, 54, 60 to 64 (inclusive), 67, 76 to 79 (inclusive), 81, 87, 90, 94 to 97 (inclusive), 101, 111, 112, 115 and 118 shall not apply to the Company.

Share capital

- 4 In accordance with section 91(1) of the 1985 Act, sections 89(1) and 90(1) to (6) inclusive of the 1985 Act shall not apply to the Company.

Share certificates

- 5 Regulation 6 of Table A shall be modified by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act".

Purchase of own shares

- 6 Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares" and substituting instead the words ", whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

General meetings

- 7 A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such a person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company. Unless the directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the directors shall be delivered to the office or to such other place within the United Kingdom as the directors may determine before such representative is entitled to exercise any power on behalf of the corporation which he represents. The provisions of the Act shall apply to determine the powers that may be exercised at any such meeting by any person so authorised. The corporation shall, for the purposes of these articles, be deemed to be present in person at any such meeting if any person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly.
- 8 The quorum for a general meeting shall be as stated in the Act. If a quorum is not present within half an hour of the time appointed for a general meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such day and at such time and place as the directors may determine. 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.
- 9 A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 shall be modified accordingly and paragraphs (c) and (d) of that regulation shall not apply.

Votes of members

- 10 Regulation 56 shall be modified by the deletion of the words "instruments of proxy, not less than 48 hours before the time appointed for holding" and substituting instead the words "forms of proxy, within the time limits prescribed by these articles for deposit of forms of proxy for use at" and by including the words "or poll" after the words "adjourned meeting".
- 11 Regulation 57 shall be modified by including after the word "shall" the phrase "unless the directors otherwise determine".
- 12 Regulation 59 shall be modified by including the words "and on a show of hands" after the words "on a poll" and including the words "provided that each proxy is appointed to exercise

the rights attached to a different share or shares held by him. When two or more valid but different forms of proxy or appointments of proxy by electronic means are delivered or received in respect of the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which was last delivered or received, none of them shall be treated as valid in respect of that share" after the words "to attend on the same occasion". No member shall have more than one vote on a show of hands, notwithstanding that he may have appointed more than one proxy to attend and vote on his behalf.

- 13 Subject to article 14, a form appointing a proxy shall be in writing in any form which is usual or in such other form which the directors may approve, and shall be executed by or on behalf of the appointor.
- 14 Subject to the Act, the directors may resolve to allow a proxy to be appointed by electronic means subject to such limitations, restrictions or conditions as the directors think fit (including, without limitation, the ability to require such evidence as they consider appropriate to decide whether the appointment of a proxy in such manner is effective).
- 15 In order for the appointment of a proxy to be valid:
 - 15.1 in the case of an appointment of a proxy by hard copy, the form of proxy, together with the relevant documents, if any, must be:
 - 15.1.1 left at or sent by post to the office (or such other place within the United Kingdom as may be specified in the notice convening the meeting and/or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting) by the relevant time; or
 - 15.1.2 duly delivered in accordance with article 17; and
 - 15.2 in the case of an appointment of proxy by electronic means, the communication appointing the proxy by electronic means together with the relevant evidence must be received at the address by the relevant time.
- 16 For the purposes of article 15:
 - 16.1 for the purpose of appointing a proxy by electronic means, "**address**" means the number or address which has been specified by the Company for the purpose of receiving communications appointing proxies by electronic means;
 - 16.2 "**relevant documents**" means either (i) the power of attorney or other authority relied on to sign the form of proxy; or (ii) a copy of such document certified as a true copy of the original by a notary or solicitor or certified in some other way approved by the directors;
 - 16.3 "**relevant evidence**" means any evidence required by the directors in accordance with the provisions of article 14, and
 - 16.4 "**relevant time**" means:
 - 16.4.1 48 hours before the time appointed for the commencement of the meeting or adjourned meeting to which the proxy appointment relates; and
 - 16.4.2 in the case of a poll taken more than 48 hours after it is demanded, 24 hours before the time appointed for the taking of the poll.

In calculating the relevant time or any other period of time referred to in this article 16.4 any part of a day that is not a working day shall be excluded.

- 17 If a meeting is adjourned for less than 48 hours, or if a poll is not taken immediately but is taken not more than 48 hours after it was demanded, a form of proxy may also be delivered in hard copy form at the adjourned meeting or at the meeting at which the poll was demanded to any director or the secretary. In calculating the periods in this article 17 no account shall be taken of any part of a day that is not a working day.

- 18 A vote given or poll demanded by proxy or by a duly authorised representative of a corporation shall be valid even though the authority of the person voting or demanding a poll has previously terminated, unless notice of the termination was received by the Company:

- 18.1 in the case of a duly authorised representative of a corporation, at the office,
18.2 where the proxy was appointed by a form of proxy in hard copy form, at the office or such other place as is specified for depositing such form of proxy, or
18.3 where the proxy was appointed by electronic means, at the address as defined in article 16.1,

in each case either (i) at least 48 hours (excluding any part of a day which is not a working day) before the time appointed for the commencement of the meeting or adjourned meeting at which such vote is given or in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, at least 24 hours (excluding any part of a day which is not a working day) before the time appointed for the taking of the poll at which the vote is cast.

Directors

- 19 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but the minimum number shall be one. Whilst there is only one director, he shall constitute a quorum for all directors' meetings. Regulation 89 shall be modified accordingly.
- 20 The directors shall not be subject to retirement by rotation. References in regulation 84 to retirement by rotation shall be disregarded.
- 21 The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
- 22 The directors may appoint any person who is willing to act as such to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors.
- 23 A member or members holding a majority in nominal value of the issued ordinary shares may at any time appoint any person as a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. Any such appointment or removal shall be effected by notice to the Company signed by the member or members giving it or, in the case of a corporate member, signed on its behalf by a director or by a

person authorised by resolution of the directors or other governing body and shall take effect when the notice is delivered to the Company.

- 24 The office of a director shall be vacated if:
- 24.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 24.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 24.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
 - 24.4 he resigns his office by notice in writing to the Company;
 - 24.5 both he and his alternate director (if any) have been absent without the permission of the directors from meetings of directors for six consecutive months and the directors resolve that his office be vacated;
 - 24.6 he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors; or
 - 24.7 he is removed from office by notice given by a member or members under article 23.

Alternate directors

- 25 Any director (other than an alternate director) may appoint any person willing to act as such. whether or not he is a director of the Company, to be an alternate director and such person need not be approved by resolution of the directors, and regulation 65 shall be modified accordingly.
- 26 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 shall be modified accordingly.
- 27 An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a director.

Powers of directors

- 28 When one director only is in office he may exercise all the powers and authorities in and over the affairs of the Company as conferred on the board of directors by these articles or by resolution of the members.
- 29 The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of directors

- 30 Regulation 88 shall be modified by deleting the third sentence and substituting instead the following sentence "Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom provided that, if he is absent from the United Kingdom, he has given to the Company an address outside the United Kingdom to which notices may be sent or an address to which notices may be given by electronic means".
- 31 Any director (or his alternate) may validly participate in a meeting of directors or of a committee of directors through the medium of a conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall, accordingly, be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 32 Regulation 93 shall be modified by including the words "and may be delivered in hard copy form or by electronic means" after the words "signed by one or more directors".

Directors' interests and other appointments

- 33 Without prejudice to the obligation of any director to disclose his interest in contracts in accordance with the Act, a director (including an alternate director) may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution.

Directors' benefits gratuities and pensions

- 34 Any director who, at the request of the board of directors, performs special or extraordinary services on behalf of the Company, or who goes to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the directors may determine.
- 35 The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, including a director or former director of the Company, and the Company may make payments towards insurance or trusts for such purposes in respect of any such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

The seal

- 36 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and,

unless otherwise so determined, any such instrument may be signed by any director and the secretary, or by any two directors.

Capitalisation of profits

- 37 The directors may with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 to any member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividends and regulation 110 shall be modified accordingly.

Notices

- 38 Any notice or other document to be given to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing.

- 39 Subject to the articles, any notice or other document to be sent or supplied:

39.1 to a member by the Company may be sent or supplied in accordance with and in any way in which the 2006 Act provides for documents or information to be sent or supplied by a company, including, but not limited to, by means of a website; and

39.2 by anyone to the Company may be sent or supplied in accordance with and in any way in which the 2006 Act provides for documents or information to be sent or supplied to a company.

Nothing in article 39.1 shall affect any provision of the Act requiring offers, notices or documents to be served on, or delivered to, a member in a particular way.

- 40 Any notice or other document sent or supplied by the Company to a member (or other person entitled to receive notice under these articles) shall:

40.1 if sent in accordance with section 1147 of the 2006 Act, be deemed to have been received by the intended recipient at the time prescribed by that section save that in calculating a period of hours for the purposes of that section account shall be taken of any part of a day that is not a working day;

40.2 if sent by post to the intended recipient at his registered address outside the United Kingdom or at an address specified by him for the purpose outside the United Kingdom, be deemed to have been received 72 hours after it was posted provided that it was properly addressed and prepaid as airmail; and

40.3 if delivered personally, by hand to or left at a registered address or an address specified for the purpose by the intended recipient, be deemed to have been received by the intended recipient on the day it was so delivered or left.

- 41 In the case of joint holders of a share:

41.1 all notices and other documents shall be given or sent to the person named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all joint holders; and

41.2 any request for consent to receipt of communications in electronic form and/or by means of a website shall be sent to the person named first in the register in respect of

the joint holding and any express consent (or deemed consent) given by such holder to the receipt of communications in any such manner shall bind all joint holders.

- 42 A member shall be entitled to have notices and other documents given to him at his registered address whether such address be in the United Kingdom or elsewhere.

Indemnity

- 43 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary, auditor or other officer or employee of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities which he may sustain or incur in or about the execution of his duties or the exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Insurance

- 44 The directors may exercise all the powers of the Company to purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the directors may decide for the directors or any of them and any other officer (including former directors and other officers) or auditor of the Company against liability for negligence or default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.

Secured Institutions

- 45.1 Notwithstanding anything contained in these articles or otherwise, the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:
- 45.1.1 to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee of such a Secured Institution;
 - 45.1.2 executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
 - 45.1.3 executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
 - 45.1.4 delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.
- 45.2 Any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured

in favour of a Secured Institution or which are transferred in accordance with the provisions of this article.

- 45.3 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.
- 45.4 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.
- 45.5 For the purposes of this article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.