



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 7548914

The Registrar of Companies for England and Wales, hereby certifies that

**CATH KIDSTON EBT LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England/Wales

Given at Companies House on **2nd March 2011**



**\*N07548914P\***



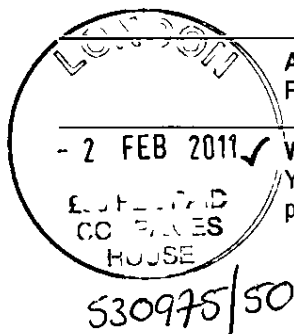
*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# IN01

## Application to register a company



A fee is payable with this form  
Please see 'How to pay' on the last page

☒ **What this form is for**  
You may use this form to register a  
private or public company

☒ **What this form is NOT for**  
You cannot use this form to  
register a limited liability partnership  
this, please use form LL IN

WEDNESDAY



LD1 02/03/2011 21  
COMPANIES HOUSE

## Part 1 Company details

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

### A1 Company details

Proposed company name in full <sup>1</sup>	Please show the proposed company name below  Cath Kidston EBT Limited
For official use	7 5 4 8 9 1 4

**1 Duplicate names**  
Duplicate names are not permitted. A  
list of registered names can be found  
on our website. There are various rules  
that may affect your choice of name.  
More information is available at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A2 Company name restrictions <sup>2</sup>

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

**2 Company name restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' <sup>3</sup>

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative

**3 Name ending exemption**  
Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this.  
For more details, please go to our  
website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### A4 Company type <sup>4</sup>

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked)

☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

**4 Company type**  
If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Application to register a company

**A5****Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6****Registered office address ②**

Please give the registered office address of your company

Building name/number	2nd Floor Frestonia
Street	125-135 Freston Road
Post town	London
County/Region	
Postcode	W 1 0 6 T H

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7****Articles of association ③**

Please choose one option only and tick one box only

- |          |   |
|----------|---|
| Option 1 | <p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares<br/><input type="checkbox"/> Private limited by guarantee<br/><input type="checkbox"/> Public company</p>   |
| Option 2 | <p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input checked="" type="checkbox"/> Private limited by shares<br/><input type="checkbox"/> Private limited by guarantee<br/><input type="checkbox"/> Public company</p> |
| Option 3 | <p><input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>   |

**③** For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8****Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Application to register a company

**Part 2 Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

**Secretary****B1 Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**  
For corporate secretary appointments, please complete section C1-C5 instead of section B

**Additional appointments**  
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

**B2 Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3 Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature
	X

**④ Signature**  
The person named above consents to act as secretary of the proposed company.

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Application to register a company

**Corporate secretary****C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation		<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?  
 → **Yes** Complete **Section C3 only**  
 → **No** Complete **Section C4 only**



**C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		

**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

**C5 Signature ⑤**

I consent to act as secretary of the proposed company named in <b>Section A1</b> .		<b>⑤ Signature</b> The person named above consents to act as corporate secretary of the proposed company
Signature	Signature  	

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## Application to register a company

### Director

#### D1 Director appointments ①

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title *	Mr
Full forename(s)	Paul
Surname	Mason
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d1 d4 m0 m2 y1 y9 y6 y0
Business occupation (if any) ④	Director

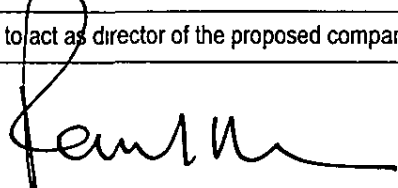
- ① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.
- ④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

#### D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

#### D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1	
Signature	Signature X  X

- ⑥ Signature**  
The person named above consents to act as director of the proposed company.

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## Application to register a company

### Director

D1 Director appointments ①	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ④	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥	
I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X X

**⑥ Signature**  
The person named above consents to act as director of the proposed company.

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## Application to register a company

### Corporate director

#### E1 Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

#### E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?  
→ Yes Complete Section E3 only  
→ No Complete Section E4 only

#### E3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		

#### E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⑤		
If applicable, the registration number		

#### E5 Signature ⑤

I consent to act as director of the proposed company named in Section A1.		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company
Signature	Signature  X	



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Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to **Part 4 (Statement of guarantee)**.**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling  
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1.00	£0.00	1	£ 1 00
				£
				£
				£
<b>Totals</b>			1	£ 1 00

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies  
 Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	1
Total aggregate nominal value ④	

④ **Total aggregate nominal value**  
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

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## Application to register a company

**F4**

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Ordinary share

Prescribed particulars

1

Each ordinary share carries one vote. The ordinary shares carry the right to participate equally in any distributions, as regards dividends and as regards capital (including on a winding up) and are not redeemable.

#### 1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

Class of share	
Prescribed particulars ①	

### ① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

#### Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Cath Kidston Group Limited	Ordinary	1	£	1 00	0 00	1 00
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below  
 → **No** Go to **Part 5** (Statement of compliance)

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

**1 Name**

Please use capital letters

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**

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## Application to register a company

### Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

### Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

### Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

### Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

### Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

#### ① Name

Please use capital letters

#### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

#### ③ Amount guaranteed

Any valid currency is permitted

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

**Part 5**

**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

**H1**

**Statement of compliance delivered by the subscribers ①**

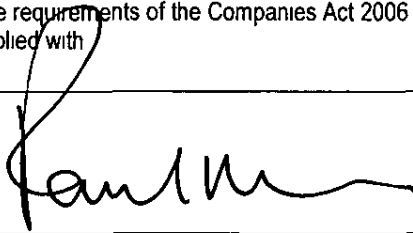
Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Subscriber's signature

Signature

X



X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance

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## Application to register a company

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

### Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

## H2

### Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X



**IN01****Application to register a company****Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name EEJ/OXS/619640

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX 138 Chancery Lane

Telephone +44 (0)20 7831 9222

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)  
☐ At the agents address (Given in Section H2)

**Checklist**

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

**For companies registered in England and Wales\***  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland.**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**COMPANIES ACT 2006**

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**COMPANY HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

**- of -**

**CATH KIDSTON EBT LIMITED**

The subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of subscriber

Authentication by subscriber

Cath Kidston Group Limited

A handwritten signature in black ink, appearing to read "Paul M.", followed by a period.

Date

2 March 2011

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**- of -**

**CATH KIDSTON EBT LIMITED**

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# THE COMPANIES ACT 2006

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## PRIVATE COMPANY LIMITED BY SHARES

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### ARTICLES OF ASSOCIATION

- of -

### CATH KIDSTON EBT LIMITED

#### 1 Application of model articles

1 1 The model articles of association for private companies contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 ("**Model Articles**") as in force at the date of adoption of these Articles shall apply to the Company, save insofar as they are excluded or modified by, or are inconsistent with, the following Articles

1 2 In these Articles, reference to a particular Model Article is to that article of the Model Articles

#### 2 Definitions and interpretation

2 1 The Model Articles shall apply as if the following paragraph were included in the list of defined terms in Model Article 1

"**clear days** in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting,"

and as if the following words were deleted from Model Article 41(5)

"(that is, excluding the date of the adjourned meeting and the day on which the notice is given)—"

2 2 In these Articles the following words and expressions have the following meanings

the **Act**: the Companies Act 2006,

**Conflict Situation** a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest,

**Controlling Shareholder.** the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company including (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company,

**member** a person who is the holder of a share, and

**Nominee:** any person holding shares in the Company as nominee or otherwise on trust for the Controlling Shareholder

2 3 the **Parent:** Cath Kidston Group Limited whose registered number is 07180354 and whose registered office is at 2<sup>nd</sup> Floor Frestonia, 125-135 Freston Road, London, W10 6TH

2 4 Save as expressly provided otherwise in these Articles, words or expressions contained in the Model Articles and in these Articles bear the same meaning as in the Act as in force from time to time. The Model Articles shall apply as if the last paragraph of Model Article 1 (beginning "Unless the context otherwise requires") were deleted

2 5 In the Model Articles and in these Articles, save in Article 1 1 or as expressly provided otherwise in these Articles

2 5 1 any reference to any statute or statutory provision includes any subordinate legislation made under that statute or statutory provision, whether before or after the date of adoption of these Articles,

2 5 2 any reference to any legislation including to any statute, statutory provision or subordinate legislation ("**Legislation**") includes a reference to that Legislation as from time to time amended or re-enacted, whether before or after the date of adoption of these Articles,

2 5 3 any reference to re-enactment includes consolidation and rewriting, in each case whether with or without modification

### 3 **Company name**

The name of the Company may be changed by

3 1 special resolution of the members, or

3 2 a decision of the directors, or

otherwise in accordance with the Act

### 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

4 2 1 the Company only has one director, and

4 2 2 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 including, for the avoidance of doubt, Article 7

4 3 Model Article 7 shall not apply

### 5 **Company to act as trustee**

5 1 Without prejudice to the unrestricted objects of the Company, the Company will

5 1 1 act as trustee of the Cath Kidston Employee Benefit Trust which is to be established for the benefit of employees and former employees (and certain dependants) of the Parent and its subsidiaries

5 1 2 hold as nominee for certain employees of the Parent or any subsidiary company or other company associated with the Parent (and certain dependants of any such employees) the registered title to shares in the Parent

## **6 Unanimous decisions**

6 1 Model Article 8(2) shall apply as if the words "copies of which have been signed by each eligible director" were deleted and replaced with the words "of which each eligible director has signed one or more copies"

6 2 References in Model Article 8 and in this Article 5 to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but exclude in respect of the authorisation of a Conflict Situation, the director subject to that Conflict Situation) Model Article 8(3) shall not apply

## **7 Quorum for directors' meetings**

7 1 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but, save as set out in Article 7 2, it must never be less than two, and unless otherwise fixed it is two Model Article 11(2) shall not apply

7 2 For the purposes of any directors' meeting (or part of a meeting) at which it is proposed to authorise a Conflict Situation in respect of one or more directors, if there is only one director in office other than the director or directors subject to the Conflict Situation, the quorum for such meeting (or part of a meeting) shall be one director

## **8 Directors voting and counting in the quorum**

8 1 Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of s 175(4)(b) of the Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have

8 1 1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company, and

8 1 2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company

8 2 Model Article 14 shall not apply

## **9 Appointing and removing directors**

The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a director or directors of the Company Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any director (whether or not appointed by it pursuant to this Article)

## **10 Termination of director's appointment**

In addition to the circumstances set out in Model Article 18, a person also ceases to be a director if he is removed from office pursuant to Article 9 of these Articles

## **11 Directors' remuneration and other benefits**

11 1 A director may undertake any services for the Company that the directors decide

11 2 A director is entitled to such remuneration as the directors decide (i) for his services to the Company as director, and (ii) for any other service which he undertakes for the Company

- 11 3 Subject to the Articles, a director's remuneration may (i) take any form, and (ii) 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
- 11 4 Unless the directors decide otherwise, a director's remuneration accrues from day to day
- 11 5 Unless the directors decide otherwise, no director is accountable to the Company for any remuneration or other benefit which he receives as a director or other officer or employee of any of the Company's subsidiary undertakings or of any parent undertaking of the Company from time to time or of any other body corporate in which the Company or any such parent undertaking is interested
- 11 6 Model Article 19 shall not apply
- 12 **Share capital**
- The share capital of the Company at the date of adoption of these Articles comprises one ordinary share of £1 00
- 13 **All shares to be fully paid up**
- 13 1 No share is to be issued other than fully paid
- 13 2 Model Article 21 shall not apply
- 14 **Powers to issue different classes of share**
- Model Article 22(2) shall apply as if the words " , and the directors may determine the terms, conditions and manner of redemption of any such shares" were deleted
- 15 **Issue of new shares**
- 15 1 The Company has the power to allot and issue shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the capital of the Company pursuant to those rights
- 15 2 The directors may only exercise the power of the Company to allot and issue shares or to grant rights to subscribe for, or to convert any security into, shares, in order to allot or issue shares to the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing The powers of the directors pursuant to s 550 of the Act shall be limited accordingly
- 15 3 The provisions of ss 561 and 562 of the Act shall not apply to the Company
- 16 **Transfer of shares**
- 16 1 The directors shall register any transfer of shares made to or by, or with the express written consent of, the Controlling Shareholder, or made pursuant to Article 16 3
- 16 2 Subject to Article 16 1, the directors may, in their absolute discretion, refuse to register the transfer of any 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 Model Article 26(5) shall not apply
- 16 3 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the register of members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the directors may authorise any person to execute on behalf of and as attorney or agent for the



Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the register as the holder of the shares in question. After the name of the transferee has been entered in the register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.

**17 Procedure for declaring dividends**

17 1 Except as otherwise provided by the rights attached to any shares from time to time, all dividends shall be paid to the holders of shares in proportion to the numbers of shares on which the dividend is paid held by them respectively, but if any share is issued on terms that it shall rank for dividend as from a particular date, or *pari passu* as regards dividends with a share already issued, that share shall rank for dividend accordingly.

17 2 Model Article 30(4) shall apply as if the words “the terms on which shares are issued” were deleted and replaced with the words “the rights attached to shares”.

**18 No interest on distributions**

Model Article 32(a) shall apply as if the words “the terms on which the share was issued” were deleted and replaced with the words “the rights attached to the share”.

**19 Quorum for general meetings**

19 1 If the Company has more than one member, the quorum for a general meeting shall be

19 1 1 one member holding more than one half in nominal value of the issued ordinary share capital of the Company and present in person or by proxy or by representative (and the presence of such a member shall be deemed for this purpose to constitute a valid meeting), or

19 1 2 if no such member is present, two members present in person or by proxy or representative.

19 2 If the Company has only one member, s 318 of the Act shall apply.

**20 Communications**

20 1 The company communications provisions (as defined in the Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts (as defined in the Act) but to be sent or supplied by or to the Company pursuant to these Articles.

20 1 1 by or to the Company, or

20 1 2 by or to the directors acting on behalf of the Company.

20 2 The provisions of s 1168 of the Act (hard copy and electronic form and related expressions) shall apply to the Company as if the words “and the Articles” were inserted after the words “the Companies Acts” in ss 1168(1) and 1168(7).

20 3 Section 1147 of the Act shall apply to any document or information to be sent or supplied by the Company to its members under the Companies Acts or pursuant to these Articles as if

20 3 1 in s 1147(2) the words “or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom” were inserted after the words “in the United Kingdom”,

20 3 2 in s 1147(3) the words “48 hours after it was sent” were deleted and replaced with the words “when sent, notwithstanding that the Company may be aware of the failure in delivery of such document or information”,

20 3 3 a new s 1147(4)(A) were inserted as follows

"Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Company is able to show that it was properly addressed and sent at the cost of the Company, it is deemed to have been received by the intended recipient when delivered ",

20 3 4 Section 1147(5) were deleted

20 4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by s 1147(3) of the Act and that the document or information was sent or supplied

20 5 Model Article 48 shall not apply

## 21 **Company seals**

Model Article 49(4)(b) shall not apply

## 22 **Indemnities, insurance and funding of defence proceedings**

22 1 This Article 22 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the Act and any such indemnity is limited accordingly This Article 22 is also without prejudice to any indemnity to which any person may otherwise be entitled

22 2 The Company may indemnify every person who is a director or other officer (other than an auditor) of the Company out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company

22 3 The Company may indemnify any person who is a director of a company that is a trustee of an occupational pension scheme (as defined in s 235(6) of the Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme

22 4 The directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director, or other officer (other than an auditor) of the Company or of any associated company (as defined in s 256 of the Act) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company

22 5 The directors may, subject to the provisions of the Act, exercise the powers conferred on them by ss 205 and 206 of the Act to

22 5 1 provide funds to meet expenditure incurred or to be incurred in defending any proceedings, investigation or action referred to in those sections or in connection with an application for relief referred to in s 205, or

22 5 2 take any action to enable such expenditure not to be incurred

22 6 Model Articles 52 and 53 shall not apply