



**FILE COPY**

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

Company No. 8534772

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

**14FORTY 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 **17th May 2013**



**\*N08534772N\***



**Companies House**



**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. To do  
this, please use form LL IN01



\*A28G5EVV\*

A08 15/05/2013 #140  
COMPANIES HOUSE  
\*A27VP5LS\*  
A16 07/05/2013 #213  
COMPANIES HOUSE  
A33 30/04/2013 #96  
COMPANIES HOUSE  
A25 19/04/2013 #131  
COMPANIES HOUSE  
For further information, please  
refer to our guidance at  
www.companieshouse.gov.uk

## Part 1 Company details

A1

### Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

14Forty Limited

For official use

8534772

#### → Filing in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

#### 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 on this is available in  
our guidance booklet GP1 at  
www.companieshouse.gov.uk

A2

### Company name restrictions ②

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 our  
guidance booklet GP1 at  
www.companieshouse.gov.uk

A3

### Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

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

A4

### Company type ④

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

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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 Parklands Court

Street 24 Parklands

Birmingham Great Park, Rubery

Post town Birmingham

County/Region

Postcode

B 4 5 9 P Z

#### 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

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

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

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

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 ①**

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

**① 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 ①**

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

Signature	Signature  
-----------	--

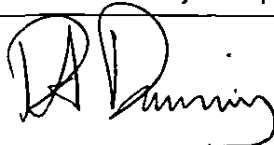
**① Signature**

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

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Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments ①</b>		<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
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm	Compass Secretaries Limited		
Building name/number	Parklands Court		
Street	24 Parklands		
	Birmingham Great Park, Rubery		
Post town	Birmingham		
County/Region			
Postcode	B 4 5 9 P Z		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete <b>Section C3 only</b>		
	→ No Complete <b>Section C4 only</b>		
<b>C3</b>	<b>EEA companies ②</b>		<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)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③	United Kingdom		
Registration number	4084587		
<b>C4</b>	<b>Non-EEA companies</b>		<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
	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		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
<b>C5</b>	<b>Signature ⑤</b>		<b>⑤ Signature</b> The person named above consents to act as corporate secretary of the proposed company
	I consent to act as secretary of the proposed company named in <b>Section A1</b>		
Signature	Signature  FOR AND ON BEHALF OF COMPASS SECRETARIES LIMITED X		

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**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)	Ian James
Surname	Sarson
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	d1 d5 m0 m3 y1 y9 y6 y3
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	Parklands Court
Street	24 Parklands
	Birmingham Great Park, Rubery
Post town	Birmingham
County/Region	
Postcode	B 4 5 9 P Z
Country	United Kingdom

**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	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

**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**

<b>D1</b>	<b>Director appointments ①</b>	
	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)	Stephen John	
Surname	Davies	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Date of birth	<div>d1</div> <div>d1</div> <div>m0</div> <div>m8</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y0</div>	
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.

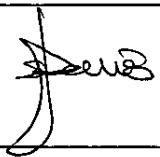
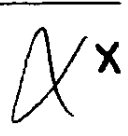
**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Parklands Court	
Street	24 Parklands, Birmingham Great Park	
	Rubery	
Post town	Birmingham	
County/Region		
Postcode	<div>B</div> <div>4</div> <div>5</div> <div>9</div> <div>P</div> <div>Z</div> <div></div> <div></div>	
Country	United Kingdom	

**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.

<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X</div> <div></div> <div></div> <div>X</div>	

**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**

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the director appointments taken on formation <b>For a corporate director, complete Sections E1-E5</b>	
Title*	Mr	
Full forename(s)	Paul	
Surname	Galvin	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	UK	
Nationality	British	
Date of birth	<div>d2</div> <div>d6</div> <div>m0</div> <div>m9</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y7</div>	
Business occupation (if any) <sup>4</sup>	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.

<b>D2</b>	<b>Director's service address <sup>5</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
Building name/number	Parklands Court	
Street	24 Parklands	
	Birmingham Great Park Rubery	
Post town	Birmingham	
County/Region		
Postcode	<div>B</div> <div>4</div> <div>5</div> <div>9</div> <div>P</div> <div>Z</div> <div></div> <div></div>	
Country	United Kingdom	

**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.

<b>D3</b>	<b>Signature <sup>6</sup></b>	
	I consent to act as director of the proposed company named in <b>Section A1</b>	
Signature	<div>Signature</div> <div>X Paul A.L. X</div>	



**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

<b>E1 Corporate director appointments ①</b>		<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.
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
<b>E2 Location of the registry of the corporate body or firm</b>		
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3 EEA companies ②</b>		
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		
<b>E4 Non-EEA companies</b>		
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		
If applicable, the registration number		
<b>E5 Signature ⑤</b>		
I consent to act as director of the proposed company named in <b>Section A1</b>		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company.
Signature	Signature  	

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**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	1		1	£ 1
				£
				£
				£
Totals			1	£ 1

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❶ £1 00

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

❶ Including both the nominal value and any  
share premium

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

Continuation Pages

Please use a Statement of Capital continuation  
page if necessary

❸ Total number of issued shares in this class

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**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

Prescribed particulars

1

Please refer to the Articles of Association

Rights to dividend apply The directors shall determine the amount and currency of any dividend

Shares are non-redeemable

Shares carry voting rights as set out in model articles

Voting to be on show of hands unless poll demanded

Pre-emption rights are not excluded

#### 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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Class of share		
<b>Prescribed particulars</b> <b>1</b>		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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 Compass Group UK & Ireland Limited	Ordinary	1	Pound Sterling	1 00		1 00
Address PARKLANDS COURT, 24 PARKLANDS, BIRMINGHAM GREAT PARK RUBERY, BIRMINGHAM B45 4PZ.						
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) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

#### ❶ Name

Please use capital letters

#### ❷ Address

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

#### ❸ 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<sup>1</sup>**

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

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

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



# IN01

## 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.

IN01

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

**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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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 **POONAM CHUDASAMA**

Company name **Compass Group UK & Ireland**

**Limited**

Address **Parklands Court**

**24 Parklands**

**Birmingham Great Park, Rubery**

Post town **Birmingham**

County/Region

Postcode **B 4 5 9 P Z**

Country

DX

Telephone **0121 457 5476**



### Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's 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 is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).



### 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

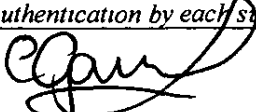
For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk).

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)

## COMPANY HAVING A SHARE CAPITAL

### Memorandum of association of 14FORTY LIMITED

Each 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.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Compass Group UK & Ireland Limited	

X Dated

22 April 2013.

**COMPANIES ACT 2006**

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**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**14FORTY LIMITED**

Adopted upon Incorporation

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**PRELIMINARY**

- |                                  |   |
|----------------------------------|---|
| <b>Model Articles</b>            | 1. The regulations in Schedule 1 to the Companies (Model Articles) Regulations 2008 (the " <b>Model Articles</b> ") apply to the company except to the extent that they are excluded or modified by these articles.   |
| <b>Model Articles exclusions</b> | 2. The following parts of the Model Articles do not apply to the company: <ul style="list-style-type: none"><li>(a) in regulation 1, the definitions of <b>articles</b> and <b>shareholder</b>;</li><li>(b) regulation 5;</li><li>(c) regulation 8,</li><li>(d) regulation 11;</li><li>(e) regulation 13; and</li><li>(f) regulation 15</li></ul>   |
| <b>Construction</b>              | 3. In these articles: <ul style="list-style-type: none"><li>(a) <b>address</b>, in relation to electronic communications, includes any number or address used for the purposes of such communications;</li><li>(b) <b>Act</b> means the Companies Act 2006,</li><li>(c) <b>articles</b> means these articles of association incorporating the Model Articles (as applicable to the company), as altered from time to time by special resolution;</li><li>(d) <b>director</b> means a director of the company and <b>the directors</b> means the directors or any of them acting as the board of directors of the company,</li></ul> |

- (e) **shareholder** means the member whose name is entered in the register of members as the holder of the shares; and
- (f) headings and marginal notes are inserted for convenience only and do not affect the construction of these articles

**Single member** 4. If at any time and for so long as the company has a single member, all the provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

## **SHARE CAPITAL**

**Section 551 authority** 5. The directors have general and unconditional authority to exercise all the powers of the company to allot shares in the company or to grant rights to subscribe for or to convert any security into shares in the company up to an aggregate nominal amount equal to the section 551 amount, for a period not exceeding five years from the date of the resolution adopting these articles.

**Section 561 disapplication** 6. The board is empowered for the period set out in article 5 to allot equity securities for cash pursuant to the authority conferred by article 5 as if section 561 of the Act did not apply to any such allotment, provided that its power shall be limited to:

- (a) the allotment of equity securities in connection with a pre-emptive issue, and
- (b) the allotment (otherwise than pursuant to article 6(a)) of equity securities up to an aggregate nominal amount equal to the section 561 amount.

**Residual allotment powers** 7. Subject to the provisions of articles 5 and 6, regulation 22 (2) of the Model Articles, the provisions of the Act and to any resolution of the company in general meeting passed pursuant to these provisions

- (a) all unissued shares for the time being in the capital of the company (whether forming part of the original or any increased share capital) shall be at the disposal of the directors; and
- (b) the directors may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as they think fit.

## **TRANSFER OF SHARES**

**Registration of transfer** 8. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the company has a lien.

## **GENERAL MEETINGS**

**Adjournment by chairman** 9. Regulation 41(2) of the Model Articles is amended by adding before the final full stop the following words:

“ ; or

- (c) it appears to the chairman of the meeting that an adjournment is necessary to ensure the proper transaction of business”

## **DIRECTORS POWERS AND RESPONSIBILITIES**

Exercise by  
company of  
voting rights

10. Any director may exercise the voting power conferred by the shares in any body corporate held or owned by the company in such manner in all respects as he thinks fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them directors of such body corporate).

Committees of  
the directors

11. The directors may delegate any of their powers to any committee consisting of one or more directors. The directors may also delegate to any director holding any executive office such of their powers as the directors consider desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of the delegation, be deemed to include authority to sub-delegate all or any of the powers delegated to one or more directors (whether or not acting as a committee) or to any employee or agent of the company. Any such delegation may be made subject to such conditions as the directors may specify, and may be revoked or altered. The directors may co-opt persons other than directors on to any such committee. Such co-opted persons may enjoy voting rights in the committee. The co-opted members shall be less than one-half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors. Subject to any conditions imposed by the directors, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying.

Offices  
including the  
title "director"

12. The directors may appoint any person to any office or employment having a designation or title including the word "director" or attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of these articles.

#### **DECISION MAKING BY DIRECTORS**

[•]. Regulation 7(1) of the Model Articles is amended by deleting the words "or a decision taken in accordance with article 8".

Resolutions in  
writing

13. A resolution in writing executed by all eligible directors or of a committee of eligible directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. For this purpose:

- (a) a resolution may be by means of an instrument or contained in an electronic communication sent to such address (if any) for the time being notified by the company for that purpose;
- (b) a resolution may consist of several instruments or several electronic communications, each executed by one or more directors, or a combination of both; and
- (c) a resolution may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such meeting.

Quorum

14. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two, except when there is only one director. If there is only one director, he may exercise all the powers and discretions conferred on the directors by these articles. Any director who ceases to be a director at a directors' meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the directors' meeting if no director objects.

## APPOINTMENT AND REMOVAL OF DIRECTORS

No alternate  
directors

15. A director may not appoint any other person to be an alternate director.

Appointment  
and removal by  
holding  
company

16. The immediate holding company or any ultimate holding company for the time being of the company (the **appointor**) may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this article shall be by notice to the company executed by or on behalf of the appointor and shall take effect in accordance with the terms of the notice on receipt of such notice by the company which shall:

- (a) in the case of a notice contained in an instrument, be delivered personally to the secretary or to a director other than the director being appointed or removed; or
- (b) in the case of a notice contained in an instrument, be at the office or at another address designated by the directors or the secretary for that purpose; or
- (c) if contained in an electronic communication, be at such address (if any) as may for the time being be notified by or on behalf of the company for that purpose.

The notice may consist of several instruments or several electronic communications, each executed by or on behalf of one or more of the appointors, or a combination of both.

Appointment  
by the  
directors

17. The directors shall also have the power to appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall hold office until he is removed in accordance with article 16 or under regulation 18 of the Model Articles (as amended by these articles).

## DISQUALIFICATION OF DIRECTORS

Disqualification  
as a director

18. Regulation 18 of the Model Articles is amended by adding before the final full stop the following words:

“ ;

- (g) that person is removed in accordance with article 16; or
- (h) that person is requested to resign in writing by not less than three quarters of the other directors”

## BENEFITS AND INSURANCE

Insurance

19 Pursuant to section 233 of the Act and without prejudice to the provisions of article 32, the directors may exercise all the powers of the company to purchase and maintain insurance for the benefit of any person who is or was:

- (a) a director, or other officer, employee or auditor of the company, or any body which is or was the holding company or any ultimate holding company or subsidiary undertaking of the company, or in which the company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the company or such holding company or any ultimate holding company or subsidiary undertaking is or was in any way allied or associated; or
- (b) a trustee of any pension fund in which employees of the company or any



other body referred to in article 19(a) is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

**Directors not  
liable to  
account**

20. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to section 233 of the Act or article 19. The receipt of such benefit shall not disqualify any person from being or becoming a director of the company.

#### **DIRECTORS' INTERESTS**

21

- (a) For the purposes of section 175 of the Act, the directors may authorise any matter proposed to it in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company.
- (b) The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time
- (c) For the purposes of these articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests

22 Regulation 14(3) of the Model Articles is amended by adding before the final full stop the following words:

" ; or

- (d) the directors have authorised a director to be counted as participating in the decision-making process Such authorisation shall only be effective if.
  - (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
  - (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted"

**Directors may  
contract with  
the company**

23 Provided that he has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Act apply, in which case no such disclosure is required), a director notwithstanding his office:

- (a) 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;
- (b) 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;

- (c) 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.

24. A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the directors pursuant to article 21 (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of article 23 above,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

25. Any disclosure required by article 23 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Act

**Notification of  
interests**

26 A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 21. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Act because he fails:

- (a) to disclose any such information to the directors or to any director or other officer or employee of the company; and/or
- (b) to use or apply any such information in performing his duties as a director of the company

27 Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 21 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Act because he:

- (a) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists.

28. The provisions of articles 26 and 27 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these articles, or
- (b) attending meetings or discussions or receiving documents and information as referred to in article 27, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

### **SECRETARY**

29 The company shall have a secretary. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term and on such conditions as they think fit; and any secretary so appointed may be removed by them.

Secretary  
appointed and  
removed by  
directors

### **CERTIFICATION**

30. Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate and certify as true copies of and extracts from:

Certified copies

- (a) any documents affecting the constitution of the company, whether in physical form or electronic form;
- (b) any resolution passed by the company, the holders of any class of shares in the capital of the company, the directors or any committee of the directors, whether in physical form or electronic form; and
- (c) any book, record and document relating to the business of the company, whether in physical form or electronic form (including, without limitation, the accounts)

If certified in this way, a document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the company, the holders of any class of shares in the capital of the company, the directors or a committee of the directors, whether in physical form or electronic form, shall be conclusive evidence in favour of all persons dealing with the company in reliance on it or them that the resolution was duly passed or that the minutes are, or that the extract from the minutes is, a true and accurate record of proceedings at a duly constituted meeting.

### **DIVIDENDS**

31 Dividends may be declared and paid in any currency or currencies that the directors shall determine. The directors may also determine the exchange rate and the relevant date for determining the value of the dividend in any currency.

Declaration  
and payment in  
different  
currencies

### **INDEMNITY**

32. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the company (other than any person (whether an officer or not) engaged by the company as auditor) shall be indemnified out of the assets of the company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, provided that this article 32 shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this article 32, or any element of it, to be treated as void under the Act

Indemnity to  
the directors  
and officers