

GCH FARMS HOLDINGS LIMITED

(Company Number: 09068010)

Written resolution of GCH Farms Holdings Limited (the "Company")
Circulated on 30 JUNE 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that the following resolutions are passed as special resolutions (together the "**Resolutions**")

1 RESOLUTIONS

- 1 THAT the draft articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association
- 2 THAT, in accordance with section 551 of the CA 2006 the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £9,999 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 September 2014 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

- 3 THAT, subject to the passing of Resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £9,999, and
 - (b) expire on 30 September 2014 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired
- 4 THAT the issued ordinary share of £1 00 in the capital of the Company is hereby redesignated as an A ordinary share of £1 00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 1

WEDNESDAY



A3K13KBS

A29 05/11/2014 #158
COMPANIES HOUSE

2 AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions



Name *D. THOMPSON*

Date *30-6-2014*

NOTES

You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

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

Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Company No 09068010

Articles of Association of GCH Farms Holdings Limited

Incorporated on 3 June 2014

Adopted by special resolution passed on 30 JUNE 2014

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GCH FARMS HOLDINGS LIMITED

Adopted by special resolution passed on *30 JUNE* 2014

1 PRELIMINARY

The model articles of association for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) in force on the date when these Articles become binding on the Company ("Model Articles") apply to the Company except in so far as they are excluded or varied by these Articles

2 INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context

2006 Act	the Companies Act 2006 (as amended from time to time)
these Articles	these Articles of Association as amended from time to time
A Shares	A ordinary shares of £1 each in the Company
B Shares	B ordinary shares of £1 each in the Company
Business Days	any day (other than a Saturday or Sunday or a bank or public holiday in England)
C Shares	C ordinary shares of £1 each in the Company
D Shares	D ordinary shares of £1 each in the Company
the Statutes	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation in force from time to time relating to companies and

affecting the Company

2 2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company

2 3 References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision

3 **DIRECTORS**

3 1 The number of directors shall not be less than two No shareholding qualification shall be required for directors

3 2 The quorum necessary for the transaction of business at any Board meeting shall

3 2 1 be three Directors, and

3 2 2 in respect of any adjourned meeting, any two Directors

3 3 Model Articles 11(2) and 11(3) shall not apply to the Company

3 4 Any decision of the directors shall either be a unanimous decision taken in accordance with Model Article 8 or shall be determined by a majority of votes

3 5 The following shall be added as paragraph (4) to Model Article 11 -

"(4) If, as a consequence of section 175(6) of the 2006 Act, a director cannot vote or be counted in the quorum at a directors' meeting then the following shall apply -

(a) if the eligible directors participating in the meeting do not constitute a quorum then the quorum for the purposes of the meeting shall be reduced by one for each director who cannot vote or be counted in the quorum, and

(b) if despite sub-paragraph (a) the eligible directors participating in the meeting still do not constitute a quorum or there are no eligible directors then the meeting must be adjourned to enable the shareholders to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

4 CHAIRING OF DIRECTORS' MEETINGS

Model Article 13(1) shall be amended by deleting the words "has a casting vote" and by substituting for such words "shall not have a casting vote" and Model Article 13(2) shall not apply to the Company

5 DIRECTORS' INTERESTS

5 1 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director

5 1 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,

5 1 2 may hold any other office or employment with the Company (other than the office of auditor),

5 1 3 may be a director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way interested,

5 1 4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor),

5 1 5 shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by **Articles 5.1.1 to 5.1.4** and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

5 2 Except for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which a director or any other interested director may have or where the terms of authorisation of such conflict provide that a director may not vote in situations prescribed by the directors when granting such authorisation, a director will be entitled to participate in the decision making process for voting and quorum purposes on any of the matters referred to in **Articles 5.1.1 to 5.1.4** and in any of the circumstances set out in Model Articles 14(3) and 14(4)

5 3 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting

5 4 For the purposes of **Article 5.1**:

5 4 1 a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest,

- 5 4 2 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question, and
- 5 4 3 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director
- 5 5 Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company
- 6 **SHARES**
- 6 1 The "A" Shares, the "B" Shares, the "C" Shares and the "D" Shares shall be separate classes of shares and except as expressly provided in these Articles, shall rank pari passu in all respects
- 6 2 The "A" Shares, the "B" Shares, the "C" Shares and the "D" Shares shall entitle the holders to receive dividends pro rata to their respective holdings of shares in issue in the capital of the Company save that it shall be within the power of the directors (to the exclusion of the members powers by voting) to declare dividends on all or any such classes of shares in such amounts (if any) as the directors shall (in their absolute discretion and without being liable to give any reason for their decision) think fit
- 6 3 On the transfer of any share as permitted by these Articles.
- 6 3 1 a share transferred to a third party not being an existing shareholder shall remain of the same class as before the transfer, and
- 6 3 2 a share transferred to an existing shareholder shall automatically be redesignated on transfer as a share of the same class as those shares already held by that shareholder
- 6 4 If no shares of a class remain in issue following a redesignation under **Article 6.3**, these Articles shall be read as if they do not include any reference to that class or to any consents being required from, or attendance at any meeting or votes to be cast by, shareholders of that class or directors appointed by that class
- 6 5 No variation of the rights attaching to any class of shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of shares Where a special resolution to vary the rights attaching to a class of shares is proposed at a separate general meeting of that class of shares, all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy or (being a corporation) by a duly authorised representative For the purpose of this article, one holder present in person or by

proxy or (being a corporation) by a duly authorised representative may constitute a meeting

6 6 In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562 (1) to (5) (inclusive) of that Act shall not apply to the Company

6 7 No shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted unless within one month before that allotment or grant (as the case may be) every shareholder for the time being has consented in writing to that allotment or grant and its terms and to the identity of the proposed allottee or grantee

6 8 No share of any class nor any right to subscribe for or to convert any security into a share of any class shall be allotted or granted otherwise than to the holder of a share of that same class

6 9 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) where the consent to that allotment of every shareholder has been obtained as required by these Articles and that allotment otherwise conforms to the requirements of these Articles

7 NOTICE OF GENERAL MEETINGS

Every notice convening a general meeting shall

7 1 comply with section 325(1) of the 2006 Act as to giving information to shareholders relating to their right to appoint proxies, and

7 2 be given in accordance with section 308 of the 2006 Act, that is in hard copy form, electronic form or by means of a website

8 PROCEEDINGS AT GENERAL MEETINGS

8 1 No resolution shall be voted on and no other business shall be transacted at any general meeting of the Company unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. A quorum shall consist of one shareholder present in person or by proxy or by representative

8 2 If a quorum is not present within half an hour from the time appointed for a general meeting or if, during any general meeting a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other place as the directors may determine (being at least five Business Days later), and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the

same such adjourned general meeting shall be dissolved Model Article 41(1) to (5) inclusive shall not apply to the Company

9 VOTES OF SHAREHOLDERS

- 9 1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a written resolution every shareholder has one vote in respect of each share held by him, on a show of hands every shareholder entitled to vote who (being an individual) is present in person or by proxy (not being himself a shareholder entitled to vote) or (being a corporation) is present by a representative or proxy (not being himself a shareholder entitled to vote) has one vote and, on a poll, each shareholder has one vote for each share held by him

10 WRITTEN RESOLUTIONS

- 10 1 A written resolution, proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date
- 10 2 For the purposes of this **Article 13** "circulation day" is the day on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days

11 COMPANY COMMUNICATION PROVISIONS

11 1 Where -

11 1 1 a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom and

11 1 2 the Company is able to show that it was properly addressed, prepaid and posted

it is deemed to have been received by the intended recipient 24 hours after it was posted

11 2 Where -

11 2 1 a document or information is sent or supplied by electronic means, and

11 2 2 the Company is able to show that it was properly addressed,

it is deemed to have been received by the intended recipient immediately after it was sent

- 11 3 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient -

- 11 3 1 when the material was first made available on the website, or
- 11 3 2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 11 4 Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by **Articles 11.1, 11.2 and 11 3**
- 11 5 Subject to any requirements of the 2006 Act only such, documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified
- 12 **DIRECTORS' INDEMNITY AND INSURANCE**
- 12 1 Subject to, and so far as may be permitted by, the 2006 Act and without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may with the prior written consent of all shareholders indemnify every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, secretary or other officer of the Company or of any such associated company
- 12 2 Subject to the 2006 Act the directors may with the prior written consent of all shareholders purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, former director, alternate director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, secretary or other officer of the Company or associated company