



FILE COPY

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

Company Number **10027109**

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

**MARKETPLACE ORIGINATED CONSUMER ASSETS
2016-1 HOLDINGS 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 and Wales

Given at Companies House on **25th February 2016**



N100271097



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

FEE £ 100 20 COMPANIES HOUSE	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	 LD1 25/02/2016 #58 COMPANIES HOUSE
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THURSDAY

£ 100 100 224

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 Please show the proposed company name below Proposed company name in full ① Marketplace Originated Consumer Assets 2016-1 Holdings Limited For official use 10027109	→ Filling 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.gov.uk/companieshouse
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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 <input type="checkbox"/> 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.gov.uk/companieshouse
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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 <input type="checkbox"/> 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 or private companies that are charities are eligible to apply for this. For more details, please go to our website www.gov.uk/companieshouse
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A4	Company type ④ Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) <input type="checkbox"/> Public limited by shares <input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> Private unlimited without share capital	④ Company type If you are unsure of your company's type, please go to our website www.gov.uk/companieshouse
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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 35

Street Great St Helen's

Post town London

County/Region

Postcode E C 3 A 6 A P

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.gov.uk/companieshouse

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.gov.uk/companieshouse

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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-C4.

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

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address 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	SFM Corporate Services Limited		
Building name/number	35		
Street	Great St Helen's		
Post town	London		
County/Region			
Postcode	E C 3 A 6 A P		
Country	United Kingdom		
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		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ 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	England and Wales		
Registration number	3920255		
C4	Non-EEA companies		④ Non-EEA 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			

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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-E4

Title*	Ms
Full forename(s)	Susan Iris
Surname	Abrahams
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="7"/>
Business occupation (if any) ⑤	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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ 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 ⑥**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	35
Street	Great St Helen's
Post town	London
County/Region	
Postcode	E C 3 A <input type="text" value=""/> <input type="text" value="6"/> A P
Country	United Kingdom

⑥ 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.

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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-E4	
Title*		
Full forename(s)		
Surname		
Former name(s) ^②		
Country/State of residence ^③		
Nationality		
Month/year of birth ^④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Business occupation (if any) ^⑤		

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ 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 ^⑥	
	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	<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		

⑥ 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.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address 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	SFM Directors Limited		
Building name/number	35		
Street	Great St Helen's		
Post town	London		
County/Region			
Postcode	E C 3 A 6 A P		
Country	United Kingdom		
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		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ 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	England and Wales		
Registration number	3920254		
E4	Non-EEA companies		④ Non-EEA 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			
If applicable, the registration number			

IN01 - continuation page

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	
Name of corporate body or firm	SFM Directors (No 2) Limited	
Building name/number	35	
Street	Great St Helen's	
Post town	London	
County/Region		
Postcode	E C 3 A 6 A P	
Country	United Kingdom	

① Registered or principal address
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.

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
Where the company/firm is registered ③	England and Wales
Registration number	4017430

② EEA
A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

④ Non-EEA
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.

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	£1 00	£0 00	12502	£ 12,502 00
				£
				£
				£
Totals			12502	£ 12,502 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 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

Total aggregate
nominal value ❹

❹ 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 premium❷ Number of shares issued multiplied by
nominal value of each share

❸ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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

The shares have attached to them full voting, dividend and capital distribution (including winding up) rights. The shares do not confer any rights on redemption

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

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 ❶		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">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), andd 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. <p>A separate table must be used for each class of share</p> <p>Continuation pages</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 <i>SPM Corporate Services Limited</i>	Ordinary	12502	<i>Pound sterling</i>	£1 00	£0 00	£12,502 00
Address <i>35 Great St Helen's, London, EC3A 6AP</i>						
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 (Consent to act)

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 Consent to act

H1 Consent statement

Please tick the box to confirm consent

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 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 I1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section I2 (Statement of compliance delivered by an agent)

I1 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	 SFM Corporate Services Limited	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

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

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Application to register a company

I2

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 Charmaine de Castro

Company name Structured Finance Management

Limited

Address 35 Great St Helen's

Post town London

County/Region

Postcode E C 3 A 6 A P

Country United Kingdom

DX

Telephone 0207 3986320



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 I2)



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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth.



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.gov.uk/companieshouse.



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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
MARKETPLACE ORIGINATED CONSUMER ASSETS 2016-1
HOLDINGS LIMITED**

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MARKETPLACE ORIGINATED CONSUMER ASSETS 2016-1
HOLDINGS 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

Name of subscriber

Authentication by each subscriber

SFM Corporate Services Limited



for and on behalf of
SFM Corporate Services Limited

Date 25 February 2016

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

of

MARKETPLACE ORIGINATED CONSUMER ASSETS 2016-1 HOLDINGS LIMITED

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THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Marketplace Originated Consumer Assets 2016-1 Holdings Limited

PRELIMINARY

1 Model regulations do not apply

None of the regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended or the articles in the model articles for a private company limited by shares set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 shall apply to the Company

INTERPRETATION

2 Defined terms

(a) In the articles, unless the context requires otherwise

Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

alternate has the meaning given in article 26,

alternate director has the meaning given in article 27,

articles means the Company's articles of association, as from time to time amended,

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

chairman has the meaning given in article 13,

chairman of the meeting has the meaning given in article 50,

Companies Acts means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company,

Company means Marketplace Originated Consumer Assets 2016-1 Holdings Limited,

director means a director of the Company, and includes any person occupying the position of director, by whatever name called,

distribution recipient has the meaning given in article 41,

document includes, unless otherwise specified, any document sent or supplied in electronic form,

electronic form has the meaning given in section 1168 of the Act,

eligible director means a director who would be entitled to vote on the matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the particular matter,

fully paid in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company,

hard copy form has the meaning given in section 1168 of the Act,

holder in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

instrument means a document in hard copy form,

office means the registered office for the time being of the Company,

ordinary resolution has the meaning given in section 282 of the Act,

paid means paid or credited as paid,

participate, in relation to a directors' meeting, has the meaning given in article 11,

relevant situation has the meaning given in article 15,

shareholder means a person who is the holder of a share,

shares means shares in the Company,

special resolution has the meaning given in section 283 of the Act,

Statutes means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act,

subsidiary has the meaning given in section 1159 of the Act,

transmittee means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and

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

- (b) Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Act as in force on the date when the articles become binding on the Company
- (c) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, and words importing persons include bodies corporate and unincorporated associations
- (d) Headings to the articles are inserted for convenience only and shall not affect construction

LIMITED LIABILITY

3 Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares in the Company held by them

DIRECTORS

DIRECTORS' GENERAL POWERS, DUTIES AND RESPONSIBILITIES

4 Directors' general powers

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

5 Shareholders' reserve power and effect of altering the articles

- (a) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- (b) No such special resolution invalidates anything which the directors have done before the passing of the resolution
- (c) No alteration of the articles invalidates anything which the directors have done before the alteration

6 Directors' duties

- (a) The purpose of the Company

- (i) may, if and to the extent that the directors consider it appropriate, and
- (ii) shall, if directed by the holders of the majority of the ordinary shares of the Company by notice in writing to the Company,

include promoting the success of the group as a whole or of any one or more members of the group (and in this context **group** means the Company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

- (b) In the exercise of his duties, a director who is also a director of any holding company of the Company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company but, subject to this, a director shall not be restricted by any duty of confidentiality to the Company from providing information regarding the Company to a holding company of the Company

7. Directors may delegate

- (a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - (i) to such person or committee,
 - (ii) by such means (including by power of attorney),
 - (iii) to such an extent,

- (iv) in relation to such matters or territories, and
 - (v) on such terms and conditions,
- as they think fit
- (b) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
 - (c) The directors may revoke any delegation in whole, or part, or alter its terms and conditions

DECISION-MAKING BY DIRECTORS

8 Directors to take decisions collectively

- (a) 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 9
- (b) If
 - (i) the Company only has one director, and
 - (ii) 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

9 Unanimous decisions

- (a) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- (b) Such a decision may take the form of a resolution in writing, at least one copy of which has been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (c) A resolution in writing signed by an alternate director need not also be signed by or agreed to by his appointor
- (d) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting
- (e) In this article something being **signed** includes it being approved by letter, facsimile, telegram, telex or electronic signature (as defined in section 7 of the Electronic Communications Act 2000) provided that, in the case of an electronic signature, the Company has no reason to doubt the authenticity of the electronic signature

10 Calling a directors' meeting

- (a) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice
- (b) Notice of any directors' meeting must indicate
 - (i) its proposed date and time,

- (ii) where it is to take place, and
 - (iii) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (c) Notice of a directors' meeting must be given to each director but need not be in writing
- (d) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

11 Participation in directors' meetings

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

12. Quorum for directors' meetings

- (a) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (b) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must, unless only one eligible director is in the office, never be less than two eligible directors, and, unless otherwise fixed, it is two eligible directors

13 Chairing of directors' meetings

- (a) The directors may appoint a director to chair their meetings
- (b) The person so appointed for the time being is known as the **chairman**
- (c) The directors may terminate the chairman's appointment at any time
- (d) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to chair it

DIRECTORS' INTERESTS

14 Directors' interests in relation to transactions or arrangements with the Company

The relevant provisions of the Act (including without limitation sections 177 and 182 of the Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the Company

15 Directors' interests other than in relation to transactions or arrangements with the Company

- (a) If a situation (a **relevant situation**) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the Company
- (i) if the relevant situation arises from the appointment or proposed appointment of a person as a director of the Company
- (A) the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or
- (B) the shareholders (by ordinary resolution or by notice in writing given to the Company by the holders of a majority of the ordinary shares of the Company),
- may resolve to authorise the appointment of the director and the relevant situation on such terms as they may determine,
- (ii) if the relevant situation arises in circumstances other than in paragraph (i)
- (A) the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or
- (B) the shareholders (by ordinary resolution or by notice in writing given to the Company by the holders of a majority of the ordinary shares of the Company),
- may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine
- (b) Any reference in paragraph (a) to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (c) Any terms determined by the directors or the shareholders under paragraphs (a)(i) or (a)(ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the shareholders and may include (without limitation)
- (i) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
- (ii) the exclusion of the interested directors from all information and discussion by the Company of the relevant situation, and
- (iii) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the relevant situation
- (d) Any authorisation given under paragraphs (a)(i) or (a)(ii) may be withdrawn by either the directors or the shareholders by giving notice to the director concerned

- (e) An interested director must act in accordance with any terms determined by the directors or the shareholders under paragraphs (a)(i) or (a)(ii)
- (f) Except as specified in paragraph (a), any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles
- (g) Any authorisation of a relevant situation given by the directors or the shareholders under paragraph (a) may provide that, where the interested director obtains (other than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence
- (h) If the directors make an authorisation under paragraph (a), impose or vary the terms of an authorisation under paragraph (c), or withdraw an authorisation under paragraph (d), they shall, as soon as reasonably practicable, notify the shareholders of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
- (i) If the shareholders make an authorisation under paragraph (a), impose or vary the terms of an authorisation under paragraph (c), or withdraw an authorisation under paragraph (d), they shall, as soon as reasonably practicable, notify the directors of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
- (j) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within paragraph (a)(i) or (a)(ii) to the other directors and the shareholders. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest
- (k) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made

16 Directors' interests generally and voting

- (a) Subject to the Act and to articles 14 and 15, a director notwithstanding his office
 - (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
 - (ii) may act by himself or his firm in a professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration as if he were not a director,
 - (iii) may be a director or other officer of, or employed by, or a party to, any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
 - (iv) shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the Company for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 15 or any interest permitted under paragraphs (a)(i), (a)(ii), or (a)(iii), and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having an interest authorised under article 15 or permitted under paragraphs (a)(i), (a)(ii), or (a)(iii)
- (b) Subject to articles 14 and 15 and to any contrary direction from the holders of a majority of the ordinary shares in the Company, a director shall be entitled to vote on any decision concerning any matter in which he has, directly or indirectly, an interest or a duty

- (c) In the case of an alternate director, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has
- (d) Subject to the Act, the Company may, by ordinary resolution or by notice in writing given to the Company by the holders of a majority of the ordinary shares of the Company, suspend or relax the provisions of this article to any extent or ratify any contract, transaction or arrangement not duly authorised by reason of a contravention of this article
- (e) Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or to any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not otherwise precluded from voting) each of the directors concerned shall be entitled to vote in respect of each proposal except that concerning his own appointment
- (f) Subject to paragraph (g), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting and quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive
- (g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes

17. Casting vote

- (a) If at a directors' meeting the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- (b) But this does not apply if, in accordance with the articles, the chairman or other director is not an eligible director for the purpose of that meeting (or part of the meeting)

18. Records of decisions to be kept

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

19 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

20 Methods of appointing directors

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

- (ii) by a decision of the directors, or
- (iii) by notice of his appointment given in accordance with article 22
- (b) In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director
- (c) For the purposes of paragraph (b), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

21 Termination of a director's appointment

A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who has examined him gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or
- (g) notice of his removal is given, in accordance with article 22

22 Appointment and termination of appointments of directors by majority shareholders

The holders of the majority of the ordinary shares in the Company may appoint any person as a director and may remove any director. Any appointment or removal shall be made by notice in writing signed by the holders or on their behalf and shall take effect when it is lodged at the office or produced at any directors' meeting.

23 Directors' services and remuneration

- (a) Directors may undertake any services for the Company that the directors decide and the Company may enter into a contract of service with any director on such terms as the directors think fit
- (b) Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the Company
- (c) Directors are entitled to such remuneration as the directors determine
 - (i) for their services to the Company as directors, and

- (ii) for any other service which they undertake for the Company
- (d) Subject to the articles, a director's remuneration may take any form
- (e) Unless the directors decide otherwise, directors' remuneration accrues from day to day

24 Directors' expenses

The Company may pay any reasonable expenses which the directors, alternate directors and the secretary (if any) properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares or of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

25 Directors' power to change Company name

The directors may change the name of the Company

ALTERNATE DIRECTORS

26 Appointment and removal of alternates

- (a) Any director (the **appointor**) may appoint as an **alternate** any other director, or any other person to
 - (i) exercise that director's powers, and
 - (ii) carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors
- (c) The notice must
 - (i) identify the proposed alternate, and
 - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

27. Rights and responsibilities of alternate directors

- (a) An alternate may act as an **alternate director** to more than one director and subject to article 16(c) has the same rights, in relation to any decision of the directors as the alternate's appointor
- (b) Except as the articles specify otherwise, alternate directors
 - (i) are deemed for all purposes to be directors,

- (ii) are liable for their own acts and omissions,
- (iii) are subject to the same restrictions as their appointors, and
- (iv) are not deemed to be agents of or for their appointors,

and in particular, each alternate director shall be entitled to receive notice of all directors' meetings and of all committee meetings of directors of which his appointor is a member

(c) Subject to the articles, a person who is an alternate director but not a director

- (i) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating), and
- (ii) may otherwise participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision and is not participating)

No alternate may be counted as more than one director for such purposes

(d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

28 Alternates voting at directors' meetings

Subject to the articles, a director who is also an alternate director has an additional vote at a directors' meeting on behalf of each appointor who is

- (a) not participating in the directors' meeting, and
- (b) would have been an eligible director if he were participating in it

No alternate may be counted as more than one director for the purpose of determining whether a quorum is present

29 Termination of alternate directorship

An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor,
- (d) when the alternate's appointor's appointment as a director terminates, or
- (e) where the directors otherwise decide

SHARES AND DISTRIBUTIONS – SHARES

30. All shares to be fully paid up

- (a) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue
- (b) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum

31 Powers to allot shares

- (a) In accordance with section 551 of the Companies Act 2006, the directors may exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £100
- (b) The authority contained in paragraph (a) shall expire on the day no longer than five years from the date the resolution is passed or from the date of incorporation but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires
- (c) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution. In the absence of such determination by the Company by ordinary resolution, the directors may determine such share rights or restrictions
- (d) Section 561(1) of the Act is excluded
- (e) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

32. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

33 Share certificates

- (a) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- (b) Every certificate must specify
 - (i) in respect of how many shares and of what class, it is issued,
 - (ii) the nominal value of those shares,
 - (iii) that the shares are fully paid, and
 - (iv) any distinguishing numbers assigned to them
- (c) No certificate may be issued in respect of shares of more than one class

- (d) If more than one person holds a share, only one certificate may be issued in respect of it
- (e) Certificates must
 - (i) have affixed to them the Company's common or official seal and in the case of an official seal, unless otherwise determined by the directors, the certificate does not need to be signed, or
 - (ii) be otherwise executed in accordance with the Act

34 Replacement share certificates

- (a) If a certificate issued in respect of a shareholder's shares is
 - (i) damaged or defaced, or
 - (ii) said to be lost, stolen or destroyed,
 that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- (b) A shareholder exercising the right to be issued with such a replacement certificate
 - (i) may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - (ii) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
 - (iii) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

35 Share transfers

- (a) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- (b) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (c) The Company may retain any instrument of transfer which is registered
- (d) The transferor remains the holder of a share until the transferee's name is entered in the register of members as the holder of it
- (e) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

36 Transmission of shares

- (a) If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share
- (b) A transmittee who produces such evidence of entitlement to shares as the directors may properly require

- (i) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (ii) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- (c) But transmittees do not have the right to attend or vote at a general meeting, or to agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

37. Exercise of transmittees' rights

- (a) Transmittees who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish
- (b) If the transmitttee wishes to have a share transferred to another person, the transmitttee must execute an instrument of transfer in respect of it
- (c) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitttee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

38 Transmittees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmitttee (or a transferee nominated by such transmitttee pursuant to article 37) is entitled to those shares, the transmitttee (or transferee) is bound by the notice if it was given to the shareholder before the transmitttee's (or transferee's) name has been entered in the register of members

39 Variation of share rights

- (a) Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares of the Company
 - (i) any alteration in the memorandum or articles of association of the Company, and
 - (ii) any increase, reduction, subdivision, consolidation, or other alteration in the statement of capital of the Company or any of the rights attaching to any share capital

DIVIDENDS AND OTHER DISTRIBUTIONS

40. Procedure for declaring dividends

- (a) The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- (b) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- (c) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- (d) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it

- (e) If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- (f) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- (g) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

41 Payment of dividends and other distributions

- (a) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means
 - (i) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
 - (ii) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,
 - (iii) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
 - (iv) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide
- (b) In the articles, the **distribution recipient** means, in respect of a share in respect of which a dividend or other sum is payable
 - (i) the holder of the share, or
 - (ii) if the share has two or more joint holders, whichever of them is named first in the register of members, or
 - (iii) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

42 No interest on distributions

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the Company

43 Unclaimed distributions

- (a) All dividends or other sums which are
 - (i) payable in respect of shares, and

- (ii) unclaimed after having been declared or become payable,
may be invested or otherwise made use of by the directors for the benefit of the Company until claimed
- (b) The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it
- (c) If
 - (i) 12 years have passed from the date on which a dividend or other sum became due for payment, and
 - (ii) the distribution recipient has not claimed it,
 the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company

44 Non-cash distributions

- (a) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution or by a decision of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- (b) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
 - (i) fixing the value of any assets,
 - (ii) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
 - (iii) vesting any assets in trustees

45 Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

46 Authority to capitalise and appropriation of capitalised sums

- (a) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

- (i) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve, and
 - (ii) appropriate any sum which they so decide to capitalise (a **capitalised sum**) to the persons who would have been entitled to it if it had been distributed by way of dividend (the **persons entitled**) and in the same proportions
- (b) Capitalised sums must be applied
 - (i) on behalf of the persons entitled, and
 - (ii) in the same proportions as a dividend would have been distributed to them
- (c) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted, credited as fully paid, to the persons entitled or as they may direct
- (d) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted, credited as fully paid, to the persons entitled or as they may direct
- (e) Subject to the articles the directors may
 - (i) apply capitalised sums in accordance with paragraphs (c) and (d) partly in one way and partly in another,
 - (ii) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
 - (iii) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

DECISION-MAKING BY SHAREHOLDERS – ORGANISATION OF GENERAL MEETINGS

47 Notice of general meeting

A shareholder present, either in person or by proxy, at any general meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened

48 Attendance and speaking at general meetings

- (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (b) A person is able to exercise the right to vote at a general meeting when
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

- (c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (d) In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other
- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

49. Quorum for general meetings

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

50 Chairing general meetings

- (a) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- (b) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which the meeting was due to start

- (i) the directors present, or
- (ii) (if no directors are present), the meeting,

must appoint a director or shareholder (including a proxy or a corporate representative) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

- (c) The person chairing a meeting in accordance with this article is referred to as the **chairman of the meeting**

51 Attendance and speaking by directors and non-shareholders

- (a) Directors may attend and speak at general meetings, whether or not they are shareholders
- (b) The chairman of the meeting may permit other persons who are not
 - (i) shareholders of the Company, or
 - (ii) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
 to attend and speak at a general meeting

52. Adjournment

- (a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
 - (i) the meeting consents to an adjournment, or

- (ii) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner
- (c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (d) When adjourning a general meeting, the chairman of the meeting must specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (i) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (ii) containing the same information which such notice is required to contain

Otherwise, it shall not be necessary to give such notice
- (f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

53 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

54 Errors and disputes

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

55 Poll votes

- (a) A poll on a resolution may be demanded
 - (i) in advance of the general meeting where it is to be put to the vote, or
 - (ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (b) A poll may be demanded by
 - (i) the chairman of the meeting,
 - (ii) the directors,
 - (iii) two or more persons having the right to vote on the resolution,

- (iv) a person or persons representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote on the resolution, or
 - (v) a person or persons holding shares in the Company conferring a right to vote on the resolution, being shares on which the aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right
- (c) A demand for a poll by a proxy counts for the purposes of
- (i) paragraph (b)(iii) as a demand by a person having the right to vote on the resolution,
 - (ii) paragraph (b)(iv) as a demand by a person representing the voting rights that the proxy is authorised to exercise, and
 - (iii) paragraph (b)(v) as a demand by a person holding the shares to which the voting rights are attached
- (d) A demand for a poll may be withdrawn if
- (i) the poll has not yet been taken, and
 - (ii) the chairman of the meeting consents to the withdrawal
- (e) Polls must be taken immediately and in such manner as the chairman of the meeting directs

56 Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which
- (i) states the name and address of the shareholder appointing the proxy,
 - (ii) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
 - (iii) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (iv) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (d) Unless a proxy notice indicates otherwise, it must be treated as
- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

57 Delivery of proxy notices etc

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- (b) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
- (e) A vote given or poll demanded by a proxy or by a duly authorised corporate representative shall be valid notwithstanding the previous revocation of his authority unless notice revoking the appointment was delivered to the Company before the start of the meeting or adjourned meeting to which it relates
- (f) A vote given by a proxy or by a duly authorised corporate representative shall be valid notwithstanding that he has not voted in accordance with any instructions given by the shareholder by whom he is appointed. The Company shall not be obliged to check whether the proxy or corporate representative has in fact voted in accordance with any shareholder's instructions

58 Amendments to resolutions

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - (i) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
 - (i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (c) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

ADMINISTRATIVE ARRANGEMENTS

59 Means of communication to be used

- (a) Subject to the articles, any document or information sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Act provides for documents or information

which are or is authorised or required by any provision of that Act to be sent or supplied by or to the Company

- (b) Subject to the articles, any document or information to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked such notices or documents to be sent or supplied for the time being
- (c) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

60 When a communication is deemed received

- (a) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post
- (b) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left
- (c) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the Company
- (d) If the Company receives a delivery failure notification following a communication by electronic means in accordance with paragraph (c), the Company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the shareholder either personally or by post addressed to the shareholder at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (c)
- (e) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received
 - (i) when the material was first made available on the website, or
 - (ii) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website

61. Notices in writing given to the Company by majority shareholders

Any notice in writing given to the Company by the holders of a majority of the ordinary shares of the Company shall take effect when it is lodged at the office or produced to any directors' meeting

62. Company seals

- (a) Any common seal may only be used by the authority of the directors or of a committee of the directors
- (b) The directors may decide by what means and in what form any common seal is to be used

- (c) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (d) For the purposes of this article, an authorised person is
 - (i) any director of the Company,
 - (ii) the secretary (if any), or
 - (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied
- (e) The Company may exercise the powers conferred by the Act with regard to having official seals and those powers shall be vested in the directors. Subject to the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the directors may from time to time determine

63 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder

WINDING UP

64 Winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the shareholders *in specie* the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he with like sanction determines, but no shareholder shall be compelled to accept any assets upon which there is liability

DIRECTORS' INDEMNITY AND INSURANCE

65 Indemnity

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

(c) In this article

- (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (ii) a **relevant director** means any director or former director of the Company or an associated company

66 Insurance

(a) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss

(b) In this article

- (i) a **relevant director** means any director or former director of the Company or an associated company,
- (ii) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- (iii) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate