FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10922629**

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

CHARCO 124 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 **18th August 2017**

N10922629I

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

743204-200

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Oyez

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 re[illegible] a limited liability partnership [illegible] this, please use form LL IN01 [illegible] use this form if any individual [illegible] with significant control is appl[illegible] or has applied for protection f[illegible] having their details disclosed [illegible] public register Contact enqui[illegible] companieshouse gov uk to ge[illegible] separate form

WEDNESDAY

For further information, please [illegible]

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A05 09/08/2017 #100
COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full [1] Charco 124 Limited

For official use 1 0 9 2 2 6 2 9

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 at www gov uk/companieshouse

A2 Company name restrictions [2]

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

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

2 **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at www gov uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' [3]

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

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

3 **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements 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 ①

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

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

① **Company type**
If you are unsure of your company's type, please go to our website www gov uk/companieshouse

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ②

Classification code 1	7	4	9	9	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

② **Principal business activity**
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www gov uk/companieshouse

A6 Situation of registered office ③

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

③ **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

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Application to register a company

A7 Registered office address [1]

Please give the registered office address of your company

Building name/number	Compass House
Street	Lypiatt Road
Post town	Cheltenham
County/Region	Gloucestershire
Postcode	G L 5 0 2 Q J

1 Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

A8 Articles of association [2]

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

2 For details of which company type can adopt which model articles, please go to our website www gov uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9 Restricted company articles [3]

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

☐

3 Restricted company articles
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www gov uk/companieshouse

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 Sections 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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments [1]

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	Bayshill Secretaries Limited
Building name/number	5
Street	Fleet Place
Post town	London
County/Region	
Postcode	E C 4 M 7 R D
Country	

[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

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- ► **Yes** Complete **Section C3 only**
- ► **No** Complete **Section C4 only**

C3 EEA companies [2]

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered [3]	England
Registration number	01445189

[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)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

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

IN01

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*	Mr
Full forename(s)	Richard William Fisher
Surname	Norton
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m 1 m 0 y 1 y 9 y 5 y 9
Business occupation (if any) ⑤	Solicitor

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	5
Street	Fleet Place
Post town	London
County/Region	
Postcode	E C 4 M 7 R D
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

IN01

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	X X m m y y y y
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	
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

IN01

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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

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

Registration number

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*

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 Statement of capital

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages
Please use a continuation page if necessary

Currency Complete a separate table for each currency	**Class of shares** E g Ordinary/Preference etc	**Number of shares**	**Aggregate nominal value** (£,€, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount to be unpaid, if any** (£,€, $, etc) Including both the nominal value and any share premium
Currency table A				
Pounds Sterling	Ordinary Shares	2	2 00	
	Totals	2	2 00	2 00
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value [1]	Total aggregate amount unpaid [1]
Totals (including continuation pages)	2	£2 00	

[1] Please list total aggregate values in different currencies separately
For example £100 + €100 + $10 etc

F2 **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 **Section F1**

Class of share	Ordinary Shares of £1 00 each
Prescribed particulars (1)	All the rights as to voting, receipt of dividends and return of capital (whether on a winding up or otherwise) are vested in the ordinary shares The ordinary shares are not to be redeemed, nor are they liable to be redeemed, at the option of either the company or the shareholder

(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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Class of share	
Prescribed particulars [1]	

1 Prescribed particulars of rights attached to shares

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

F3 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name Bayshill Management Limited	Ordinary	1	Pounds Sterling	1 00		1 00
Address 5 Fleet Place London EC4M 7RD						
Name Bayshill Secretaries Limited	Ordinary	1	Pounds Sterling	1 00		1 00
Address 5 Fleet Place London EC4M 7RD						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

- ► **Yes** Complete the sections below
- ► **No** Go to **Part 5** People with significant control (PSC)

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

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	
Class of member (if applicable) 4	

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

4 **Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages
Please use a 'Subscribers' continuation page if necessary

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Subscriber's details

Forename(s) (1)

Surname (1)

Address (2)

Postcode

Amount guaranteed (3)

Class of member (if applicable) (4)

Subscriber's details

Forename(s) (1)

Surname (1)

Address (2)

Postcode

Amount guaranteed (3)

Class of member (if applicable) (4)

Subscriber's details

Forename(s) (1)

Surname (1)

Address (2)

Postcode

Amount guaranteed (3)

Class of member (if applicable) (4)

Subscriber's details

Forename(s) (1)

Surname (1)

Address (2)

Postcode

Amount guaranteed (3)

Class of member (if applicable) (4)

(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

(4) **Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record You must use a separate form, which you can get by contacting us enquiries@companieshouse gov uk

If on incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

H1 Statement of initial significant control [1]

☑ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

[1] **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in Sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

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Application to register a company

Individual PSC

H3 Individual's details

Use **Sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X m m y y y y

① **Country/State of residence**
This is in respect of the usual residential address as stated in Section H6

② **Month and year of birth**
Please provide month and year only

H4 Individual's service address ③

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

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 the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual

Please indicate how the individual is a person with significant control over the company

Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9 Nature of control by a trust over which the individual has significant control [1]

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

[1] Tick each that apply

Individual PSC

H3 Individual's details

Use **Sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence (1)	
Nationality	
Month/year of birth (2)	X X m m y y y y

(1) **Country/State of residence**
This is in respect of the usual residential address as stated in Section H6

(2) **Month and year of birth**
Please provide month and year only

H4 Individual's service address (3)

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

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 the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual

Please indicate how the individual is a person with significant control over the company

Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9 Nature of control by a trust over which the individual has significant control [1]

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

[1] Tick each that apply

IN01
Application to register a company

Relevant legal entity (RLE)

I1 RLE details (1)

Corporate or firm name	Bayshill Management Limited
Building name/number	5
Street	Fleet Place
Post town	London
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom

(1) **Registered or principal office address**
This is the address that will appear on the public record

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

Legal form	Private Limited Company
Governing law	United Kingdom
If applicable, register in which RLE is entered (2)	Companies House
Country/State (2)	United Kingdom
Registration number (2)	01689820

(2) **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

13 Nature of control for the RLE [1]

Please indicate how the RLE has significant control over the company

[1] Tick each that apply

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14 Nature of control by a firm over which the RLE has significant control [1]

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

[1] Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

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Nature of control by a trust over which the RLE has significant control

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

Tick each that apply

In accordance with Section 9 of the Companies Act 2006

IN01 - continuation page

Application to register a company

Oyez

Relevant legal entity (RLE)

I1 RLE details [1]

Corporate or firm name	Bayshill Secretaries Limited
Building name/number	5
Street	Fleet Place
Post town	London
County/Region	
Postcode	E C 4 M 7 R D
Country	United Kingdom

[1] **Registered or principal office address**
This is the address that will appear on the public record

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

Legal form	Private Limited Company
Governing law	United Kingdom
If applicable, register in which RLE is entered [2]	Companies House
Country/State [2]	United Kingdom
Registration number [2]	01445189

[2] **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

In accordance with Section 9 of the Companies Act 2006

IN01 - continuation page

Application to register a company

Oyez

13 Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14 Nature of control by a firm over which the RLE has significant control ①

① Tick each that apply

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is
- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2 Principal office address [1]

Building name/number

Street

Post town

County/Region

Postcode

Country

[1] **Principal office address**
This is the address that will appear on the public record

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control (1)

Please show how the ORP has significant control over the company

(1) Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5 Nature of control by a firm over which the ORP has significant control (1)

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

(1) Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6 Nature of control by a trust over which the ORP has significant control [1]

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

[1] Tick each that apply

C:\Users\SarahR\AppData\Local\Temp\26123S9049_1.elf

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers Tick the appropriate box to show which information the subscribers are electing to keep on the public register If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register (1)

☐ All subscribers elect to keep secretaries' register information on the public register

(1) Only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record (2)

☐ All subscribers elect to keep directors' register information on the public register

(2) If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ All company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record (3)

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person (4) within the notice period before making the election

(3) If the subscribers don't make this election only the month and year of birth will be available on the public record

(4) **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 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 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC [1]

Please tick the box to confirm

☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

1 Only tick this if you have completed details of one or more individual PSCs in Sections H3-H9

Part 9 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 N1** (Statement of compliance delivered by the subscribers)

► **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers [2]

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 × ×
Subscriber's signature	Signature × ×
Subscriber's signature	Signature × ×
Subscriber's signature	Signature × ×

2 **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

IN01

Application to register a company

N2 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
Richard Norton

Company name
Charles Russell Speechlys LLP

Address
Compass House, Lypiatt Road,

Cheltenhar

Post town

County/Region

Postcode G L 5 0 2 Q J

Country
United Kingdom

DX
7442 Cheltenham

Telephone
01242 221122

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 A7)
- ☐ At the agent's address (Given in Section N2)

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 Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register

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 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF 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

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Charco 124 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 each

Name of each subscriber	Authentication by each subscriber
Bayshill Management Limited	
Bayshill Secretaries Limited	

Dated this 8th day of August 2017

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARCO 124 LIMITED

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PART 1 INTERPRETATION

1

1 1 **DEFINED TERMS**

In the Articles, unless the context requires otherwise

"Act"

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time.

"Articles"

means the company's articles of association.

"chairman"

has the meaning given in Article 10,

"chairman of the meeting"

has the meaning given in Article 25,

"Companies Acts

means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the company,

"director"

means a director of the company,

"document" or "notice"

includes, unless otherwise specified, any document or notice sent or supplied by electronic communication,

"electronic communication"

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act,

"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.

"group company"

means any holding company of the company or any subsidiary of such company,

"holder"

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

"ordinary resolution"

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution,

"proxy notice"

has the meaning given in Article 31.

"secretary"

means the company secretary (if any) and includes any joint. assistant or deputy secretary.

"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 and includes such a resolution passed by written resolution,

"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

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act

1 2 The model articles in Schedule One to The Companies (Model Articles) Regulations 2008 and any Table A to the Companies Act 1985 or any former enactment do not apply to the company

1 3 The Interpretation Act 1978 shall apply to these Articles in the same way it applies to an enactment

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

2 DIRECTORS' GENERAL AUTHORITY

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

3 **SHAREHOLDERS' RESERVE POWER**

3 1 The shareholders may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action

3 2 No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution

4 **DIRECTORS MAY DELEGATE**

4 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles

4 1 1 to such person or committee,

4 1 2 by such means (including by power of attorney),

4 1 3 to such an extent,

4 1 4 in relation to such matters or territories, and

4 1 5 on such terms and conditions,

as they think fit

4 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

4 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

5 **COMMITTEES**

5 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors

5 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

6 **MEETINGS OF DIRECTORS**

6 1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit

6 2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors

6 3 Any such notice shall specify where, when and how the meeting will be held Any director may waive notice of any meeting and such waiver may be retrospective

7 **QUORUM FOR MEETINGS AND VOTING**

7 1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number or there is only one director, shall be two

7 2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors

7 3 Questions arising at any meeting of the directors shall be determined by a majority of votes In case of an equality of votes the chairman shall have a second or casting vote

8 MEETINGS BY CONFERENCE TELEPHONE ETC

8 1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting

8 2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly

8 3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is

9 RESOLUTIONS IN WRITING

9 1 A resolution executed by the directors, or by the members of a committee constituted under these Articles, entitled to vote thereon, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held

9 2 For the purposes of this Article 9

9 2 1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect,

9 2 2 a written instrument is executed when the person executing it signs it,

9 2 3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe,

9 2 4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication,

9 2 5 a resolution shall be effective when the secretary or chairman certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 9,

9 2 6 unless the holders of a majority of the shares or the directors have previously otherwise resolved, such a resolution need not be executed by all the directors entitled to vote thereon and can be passed by execution (indicating approval) by a majority of the directors so entitled and the chairman shall, in the case of equality of votes of all the directors so entitled, have a second or casting vote, and

9 2 7 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 9

10 CHAIRING OF DIRECTORS' MEETINGS

10 1 The directors may appoint a director to chair their meetings

10 2 The person so appointed for the time being is known as the chairman

10 3 The directors may terminate the chairman's appointment at any time

10 4 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 must appoint one of themselves to chair it

11 DIRECTORS' CONFLICTS OF INTEREST

11 1 A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company unless it relates to a contract, transaction or arrangement with the company or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest

11 2 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 11 1 Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted

11 3 A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 11 2 (subject in any such case to any limits or conditions to which such authorisation was subject)

12 DIRECTORS' INTEREST IN A CONTRACT WITH THE COMPANY

12 1 A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the company must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest

12 2 Save as herein provided or all the directors otherwise agree in writing, a director shall not vote in respect of any contract, transaction or arrangement with the company in which he has an interest which is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the company A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting

12 3 Subject to the provisions of the Act and always to the provisions of Article 11, a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning

12 3 1 the giving of any security, guarantee or indemnity in respect of a debt or obligation of the company or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,

12 3 2 any arrangement for the benefit of directors or employees of the company or directors or employees of any subsidiary which does not award him any

privilege or benefit not generally awarded to the other persons to whom such arrangement relates

12 4 If any question shall arise at any time as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and his or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed

12 5 Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the company or any group company and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the company or any group company) under the company, any group company or any other company in which the company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the company or any group company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof

13 MEANS OF DISCLOSURE

An interest of a director to be disclosed under Articles 11 or 12 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act

14 CONNECTED PERSONS INTERESTS AND WAIVER

14 1 For the purposes of Article 11 and 12 above an interest of a person who is, connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director

14 2 The company may by ordinary resolution suspend or relax the provisions of Article 12 to any extent or ratify any transaction not duly authorised by reason of a contravention of Article 12

15 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors

APPOINTMENT OF DIRECTORS

16 METHODS OF APPOINTING DIRECTORS

16 1 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

16 1 1 by ordinary resolution, or

16 1 2 by a decision of the directors, or

16 1 3 by notice or notices in writing to the company's registered office or secretary from the holder or holders of more than 50% of the shares in the company

17 TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as

17 1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law, or

17 2 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

17 3 a resolution is passed or a document is signed by all the other directors to that effect, or

17 4 a notice or notices in writing to that effect is/are delivered to the company's registered office or secretary from the holder or holders of more than 50% of the shares in the company

18 DIRECTORS' REMUNERATION

18 1 Directors may undertake any services for the company that the directors decide

18 2 Directors are entitled to such remuneration as the directors determine

18 2 1 for their services to the company as directors, and

18 2 2 for any other service which they undertake for the company

18 3 Subject to the Articles, a director's remuneration may

18 3 1 take any form. and

18 3 2 include any arrangements in connection with the payment of a pension. allowance or gratuity, or any death, sickness or disability benefits. to or in respect of that director

18 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

18 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of any other group company or of any other body corporate in which the company is interested

19 DIRECTORS' EXPENSES

19 1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

19 1 1 meetings of directors or committees of directors,

19 1 2 general meetings, or

19 1 3 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

19 2 The company may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act

PART 3· DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

20 GENERAL MEETINGS

The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith

21 CALLING GENERAL MEETINGS

21 1 A general meeting of the company shall be called by notice of at least such length as is required in the circumstances by the Act

21 2 The company may give such notice by any means or combination of means permitted by the Act

21 3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 90 per cent in nominal value of the shares giving that right

22 NOTICE OF GENERAL MEETINGS

22 1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting

22 2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or (if he holds more than one share) proxies to attend, speak and vote instead of him and that a proxy need not be a member of the company

22 3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice Either the text of, or sufficient information to enable a shareholder to understand the purpose of, each ordinary resolution shall be set out in the notice

23 ATTENDANCE BY CONFERENCE TELEPHONE ETC.

23 1 All or any of the shareholders or persons permitted to attend under Article 26 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting

23 2 A shareholder so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly

24 QUORUM FOR GENERAL MEETINGS

The provisions of section 318 of the Act shall apply No business other than the appointment of the chairman of the meeting will be transacted at a general meeting if the persons attending it do not constitute a quorum

25 CHAIRING GENERAL MEETINGS

25 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

25 2 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 a meeting was due to start

25 2 1 the directors present, or

25 2 2 (if no directors are present). the meeting,

must appoint a director or shareholder to chair the meeting. and the appointment of the chairman of the meeting must be the first business of the meeting

25 3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting"

26 **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS**

26 1 Directors may attend and speak at general meetings. whether or not they are shareholders

26 2 The chairman of the meeting may permit other persons who are not

26 2 1 shareholders of the company, or

26 2 2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting

27 **ADJOURNMENT**

27 1 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

27 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

27 2 1 the meeting consents to an adjournment. or

27 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

27 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

27 4 When adjourning a general meeting, the chairman of the meeting must

27 4 1 either 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, and

27 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

27 5 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 7 clear days' notice of it (that is. excluding the day of the adjourned meeting and the day on which the notice is given)

27 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and

27 5 2 containing the same information which such notice is required to contain

27 6 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

28 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

29 ERRORS AND DISPUTES

29 1 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

29 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

30 POLL VOTES

30 1 A poll on a resolution may be demanded

30 1 1 in advance of the general meeting where it will be put to the vote, or

30 1 2 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

30 2 A poll may be demanded by

30 2 1 the chairman of the meeting,

30 2 2 the directors,

30 2 3 two or more persons having the right to vote on the resolution, or

30 2 4 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

30 3 A demand for a poll may be withdrawn if

30 3 1 the poll has not yet been taken, and

30 3 2 the chairman of the meeting consents to the withdrawal

30 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

31 CONTENT OF PROXY NOTICES

31 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

31 1 1 states the name and address of the shareholder appointing the proxy.

31 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed.

31 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine. and

31 1 4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

31 2 The company may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes

31 3 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

31 4 Unless a proxy notice indicates otherwise, it must be treated as

31 4 1 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

31 4 2 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

32 DELIVERY OF PROXY NOTICES

32 1 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

32 2 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

32 3 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

32 4 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

33 AMENDMENTS TO RESOLUTIONS

33 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

33 1 1 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 will 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

33 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting. materially alter the scope of the resolution

33 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

33 2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution will be proposed, and

33 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

33 3 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

PART 4 SHARES AND DISTRIBUTIONS

SHARES

34 SHARE CAPITAL

34 1 The company's shares are ordinary shares of £1 each and are unlimited in number

34 2 Unless the shareholders have either in respect of any particular offer of shares or generally by ordinary resolution otherwise resolved, the directors may exercise the company's power to allot shares (whether for cash or otherwise) provided that they are first offered to the existing holders in proportion to their existing holdings in such manner as the directors may determine

34 3 Unless the shareholders have by ordinary resolution otherwise resolved, all powers of the company to grant rights to subscribe for or to convert any security into shares are excluded, save that the directors may grant options or rights under an employees' share scheme, approved by ordinary resolution of the shareholders

34 4 The liability of the members is limited to the amount, if any. unpaid on the shares held by them

35 ALL SHARES TO BE FULLY PAID UP

35 1 Unless the company otherwise resolves by ordinary resolution, no share will 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

35 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

36 POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

36 1 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

36 2 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

37 COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

Except as required by law, no person will 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

38 SHARE CERTIFICATES

38 1 The company must issue each shareholder, free of charge. with one or more certificates in respect of the shares which that shareholder holds

38 2 Every certificate must specify

38 2 1 in respect of how many shares, of what class. it is issued,

38 2 2 the nominal value of those shares,

38 2 3 whether the shares are fully paid. and

38 2 4 any distinguishing numbers assigned to them

38 3 No one certificate may be issued in respect of shares of more than one class

38 4 If more than one person holds a share, only one certificate may be issued in respect of it

38 5 Certificates must

38 5 1 have affixed to them the company's common seal. or

38 5 2 be otherwise executed in accordance with the Companies Acts

39 REPLACEMENT SHARE CERTIFICATES

39 1 If a certificate issued in respect of a shareholder's shares is

39 1 1 damaged or defaced, or

39 1 2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

39 2 A shareholder exercising the right to be issued with such a replacement certificate

39 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

39 2 2 must return the certificate to be replaced to the company if it is damaged or defaced, and

39 2 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

40 SHARE TRANSFERS

40 1 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

40 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

40 3 The company may retain any instrument of transfer which is registered

40 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

40 5 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

41 TRANSMISSION OF SHARES

41 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share

41 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require

41 2 1 may. subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person. and

41 2 2 subject to the Articles, and pending any transfer of the shares to another person. has the same rights as the holder had

41 3 But transmittees do not have the right to attend or vote at a general meeting. or 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

42 EXERCISE OF TRANSMITTEES' RIGHTS

42 1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish

42 2 If the transmittee wishes to have a share transferred to another person. the transmittee must execute an instrument of transfer in respect of it

42 3 Any transfer made or executed under this Article will be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share. and as if the event which gave rise to the transmission had not occurred

43 TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

44 PROCEDURE FOR DECLARING DIVIDENDS

44 1 Unless the shareholders by ordinary resolution otherwise resolve, the directors may declare and pay dividends

44 2 Any dividend resolved to be declared by the shareholders must not exceed the amount recommended by the directors

44 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights

44 4 Unless a shareholders' resolution to declare or directors' decision to declare and 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

44 5 If the company's share capital is divided into different classes, no dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear

44 6 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

44 7 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

45 PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

45 1 Where a dividend or other sum which is a distribution is payable in respect of a share. it must be paid or settled by one or more of the following means

45 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide.

45 1 2 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,

45 1 3 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

45 1 4 any other means of payment or settlement as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

45 2 In the Articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable

45 2 1 the holder of the share, or

45 2 2 if the share has two or more joint holders, whichever of them is named first in the register of members. or

45 2 3 if the holder is no longer entitled to the share by reason of death or bankruptcy. or otherwise by operation of law, the transmittee

46 UNCLAIMED DISTRIBUTIONS

46 1 All dividends or other sums which are

46 1 1 payable in respect of shares. and

46 1 2 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

46 2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it

46 3 If

46 3 1 twelve years have passed from the date on which a dividend or other sum became due for payment, and

46 3 2 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

47 NON-CASH DISTRIBUTIONS

47 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation 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)

47 2 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

47 2 1 fixing the value of any assets,

47 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

47 2 3 vesting any assets in trustees

48 **WAIVER OF DISTRIBUTIONS**

48 1 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

48 1 1 the share has more than one holder, or

48 1 2 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

49 **PURCHASE OF OWN SHARES**

49 1 The company is authorised under section 692(1ZA) of the Act in any financial year to purchase with cash its own shares out of capital up to an aggregate purchase price amount of £15,000, or, if lower, the nominal value of 5% of the company's fully paid share capital as at the beginning of the financial year

49 2 The company shall immediately cancel any shares acquired under Part 18 of the Act

CAPITALISATION OF PROFITS

50 **AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

50 1 Subject to the Articles, the directors may, if they are so authorised by an ordinary resolution

50 1 1 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

50 1 2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

50 2 Capitalised sums must be applied

50 2 1 on behalf of the persons entitled, and

50 2 2 in the same proportions as a dividend would have been distributed to them

50 3 Any capitalised sum may be applied in paying up new shares (or unpaid amounts on existing 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

50 4 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

50 5 Subject to the Articles the directors may

50 5 1 apply capitalised sums in accordance with paragraphs 49 3 and 49 4 partly in one way and partly in another,

50 5 2 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

50 5 3 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

PART 5: ADMINISTRATIVE ARRANGEMENTS

51 MEANS OF COMMUNICATION TO BE USED

51 1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

51 2 Subject to the Articles, any notice or document 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 to be sent or supplied with such notices or documents for the time being

51 3 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

52 COMPANY SEALS

52 1 Any common seal may only be used by the authority of the directors

52 2 The directors may decide by what means and in what form any common seal will be used

52 3 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

52 4 For the purposes of this Article, an authorised person is

52 4 1 any director of the company,

52 4 2 the company secretary (if any), or

52 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

53 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

54 **PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

55 **INDEMNITY**

55 1 Subject to paragraph 55 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against

55 1 1 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,

55 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in his capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), and

55 1 3 any other liability incurred by that director as an officer of the company or an associated company

55 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

55 3 In this Article

55 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

55 3 2 a "relevant director" means any director or former director of the company or an associated company

56 **INSURANCE**

56 1 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

56 2 In this Article

56 2 1 a "relevant director" means any director or former director of the company or an associated company,

56 2 2 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

56 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCIBERS

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For and on behalf of

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Dated this 8th day of August 2017

WITNESS to the above signatures

Sarah Parkes

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Legal Secretary