



Dimensions Personalised Support Limited

Articles of Association

Company number: 11596744

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Private company limited by shares

Articles of Association

of

Dimensions Personalised Support Limited

(Company Number 11596744)

Model Articles

- 1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles (the **Model Articles**), shall apply to the Company save in so far as they are excluded or varied hereby and such Model Articles (save as so excluded or varied) together with the following articles shall be the articles of association of the Company. References to **these Articles** shall be to the following Articles as amended from time to time together with such Model Articles as apply to the Company.

Definitions and interpretation

- 2 In these Articles, and where used in the Model Articles, unless the context otherwise requires:

Act means the Companies Act 2006, as such act is for the time being in force;

Auditor means the auditors appointed by the Parent from time to time;

Group means in relation to a company, any subsidiary of that company, any holding company of that company and any subsidiary of any holding company of that company from time to time;

Parent means Dimensions (UK) Limited (a registered society under the Co-operative and Community Benefit Societies Act 2014 with registered number 31192) or any company a body corporate to which the Parent transfers membership and which as a result of that transfer holds a majority of the votes in the Company;

Relevant Officer means any current or former director, alternate director, secretary or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the Act)), other than any person (whether an officer or not) engaged by the Company (or associated company) as an Auditor, to the extent he acts as an auditor;
Statutes Every statute (including every statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and the Company.

Companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

The terms **written** and **in writing** include any method of representing or reproducing words in legible form.

Unless the context otherwise requires, references in these Articles to:

- i any of the masculine, feminine and neuter genders shall include other genders;
- ii the singular shall include the plural and vice versa;
- iii a person shall include a reference to any natural person, body corporate, unincorporated association, partnership, firm or trust (whenever any of the same shall be established or incorporated and whether or not having separate legal personality); and
- iv any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted.

Unless the context otherwise requires, any words or expressions contained in these Articles (and not defined in this Article 2) bear the same meaning as in the Act but excluding any statutory modification of that meaning not in force when these Articles become binding on the Company.

References in these Articles to numbered Articles shall be deemed to be references to numbered provisions in this document.

The headings in these Articles are for convenience only and shall not affect their meaning.

In construing these Articles, general words introduced by the word other shall not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things and general words shall not be given a restrictive meaning by reason of the fact that they are followed by particular examples intended to be embraced by the general words.

Objects clause

- 3 The Company's objects are unrestricted.

Unanimous decisions

- 4 A decision of the directors which takes the form of a resolution in writing may consist of several copies each signed by one or more eligible directors. Article 8 of the Model Articles shall be modified accordingly.

Calling a directors' meeting

- 5 A director may waive the requirement that notice of a meeting of the directors or of a committee of the directors be given to him at any time before or after the date on which the meeting is held by notifying the Company to that effect. Where a director gives such

notice to the Company after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it. Article 9(4) of the Model Articles shall be modified accordingly.

- 6 If all the directors participating in a meeting are not in the same place, the 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 of the meeting is. Article 10(3) of the Model Articles shall not apply to the Company.

Quorum for directors' meetings

- 7 The quorum for the transaction of business of the directors shall be three to include at least one director appointed by the Parent. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Article 11(2) of the Model Articles shall be modified accordingly.
- 8 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 8.1 to appoint such number of further directors as are required to make up the quorum required; or
- 8.2 to call a general meeting so as to enable the shareholders to appoint further directors. Article 11(3) of the Model Articles shall not apply to the Company.

Casting vote

- 9 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote.
- 10 Article 9 above does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Directors' conflicts

- 11 Subject to compliance with Article 12, the provisions of the Statutes and any internal policy of any member of the Company's Group and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director, notwithstanding his office:
- (i) may enter into or otherwise be interested in any contract, arrangement, transaction or proposal with the Company or in which the Company is otherwise interested, either in regard to his tenure of any office or place of profit or as vendor, purchaser or otherwise;
 - (ii) may be a director, other office or employee of any member of the Company's Group;
 - (iii) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any such office, employment, contract, arrangement,

transaction or proposal and no such contract, arrangement, transaction or proposal shall be avoided on the grounds of any such interest or benefit;

- (iv) may be entitled from time to time to share such information concerning the business and affairs of the Company with any member of the Company's Group as he shall at his discretion see fit;
- (v) notwithstanding that he is a director, member or affiliate of any company in the Company's Group be entitled to discuss, negotiate and vote on any matters (including any contracts, transactions, arrangements or proposals) to which the Company is a party and which he has an interest; and
- (vi) notwithstanding that he is a director, member or employee of any company in the Company's Group, speak to, liaise, discuss and negotiate with any shareholder of the Company, any shareholder of any company in the same Group as the Company, any professional advisors or any banks and financial institutions on matters relating to and concerning the Company.

12 A director who, to his knowledge, is in any way (directly or indirectly) interested in any contract, arrangement, transaction or proposal with the Company or any of the actions listed in Articles 9(i) to 9(viii) above shall declare the nature and extent of his interest by notice to the directors in accordance with the Act or at the meeting of the Board at which the question of entering into the contract, arrangement, transaction or proposal or any of the actions referred to in Articles 9(i) to 9(viii) above is first considered, if he knows his interest then exists or, in any other case, at the first meeting of the Board after he knows that he is or has become so interested.

13 No declaration of an interest shall be required by a director in relation to an interest:

- (i) which cannot reasonably be regarded as likely to give rise to a conflict of interest or of which the director is not aware;
- (ii) if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
- (iii) if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 of the Act) that have been or are to be considered by a meeting of the directors, or by a committee of directors appointed for the purpose under these Articles.

14 If a matter, or office, employment or position, has been authorised by Articles 11 and 12 above or otherwise by the directors in accordance with s175 of the Act then (subject to any terms and conditions imposed on such authorisation, if any, and subject always to the right to vary or terminate such authorisation or the permissions set out below):

- (i) the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position to the Company if to make such a disclosure would result in a breach of duty or obligation of

confidence owed by him in relation to or in connection with that matter, or that office, employment or position;

- (ii) the director may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that matter, or that office, employment or position; and
- (iii) a director shall not, by reason of his office as a director of the Company, be accountable to the Company for any benefit which he derives from any such matter, or from any such office, employment or position.

15 For the purposes of Article 12, a director will be treated as being aware of matters of which he ought reasonably to be aware.

16 If any question arises at any meeting as to the materiality of a director's interest (other than the interest of the chairman of the Board) or as to the entitlement of any director (other than the chairman of the Board) to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of that meeting. The chairman's ruling in relation to the director concerned shall be final and conclusive.

17 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman Model Article 14(7) shall apply and the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18 Subject to the provisions of the Act, the Company may by ordinary resolution suspend or relax the provisions of Articles 11 and 12 or ratify any transaction not duly authorised by reason of a contravention of these Articles provided always that such ordinary resolution is passed only if the necessary majority is obtained disregarding votes in favour of the resolution by the director (if a member of the company) and any member connected with him.

19 No authorisation under Section 175 of the Act shall be required in respect of any interest referred to in Article 11.

Appointment and removal of directors

20 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of twelve and the minimum number is two.

21 Notwithstanding any other provision of these Articles, the Parent may at any time and from time to time:

- (a) appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these Articles as the maximum number of directors); or
- (b) remove any director from office.

Every such appointment or removal shall be effected by notice in writing to the Company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.

- 22 In any case where, as a result of bankruptcy, the company has no shareholders and no directors, the trustee in bankruptcy or other transmittee(s) of the last shareholder to have a bankruptcy order made against him has the right, by notice in writing, to appoint a natural person (including himself) who is willing to act and is permitted to do so to be a director.

Termination of a director's appointment

- 23 Notwithstanding any other provision of these Articles, a person ceases to be a director as soon as:
- 23.1 he has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated;
- 23.2 he is removed as director by the Parent; or
- 23.3 being an officer of the Parent at the time of his appointment as a director his employment with the Parent is terminated for any reason.

Director's Remuneration

- 24 Directors are entitled to such remuneration and on such terms and conditions as may be approved from time to time by the Parent.
- 25 Unless the Parent resolves otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of any associated company.

Company secretary

- 26 The Parent may appoint a company secretary for such term, at such remuneration and upon such conditions as they think fit. Any company secretary may be removed or replaced by the Parent.

Nil- or partly-paid shares permitted

- 27 Article 21 of the Model Articles shall not apply to the Company. If the Company at any time has nil or partly-paid shares in issue, Articles 52 to 62 (inclusive) of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles, shall apply to the Company and form part of these Articles as if the text of such provisions was set out in full in these Articles.

Allotment of shares

- 28 Notwithstanding any other provisions contained in section 550 of the Act, Model Article 22 and Articles 29 to 32, for so long as the Company is a subsidiary company the directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them to allot shares or to grant rights to subscribe for or to convert any security into such shares without the prior consent of the Parent.
- 29 Unless the members of the Company by special resolution direct otherwise, all shares which the directors propose to issue must first be offered to the members in accordance with the provisions of Articles 30 to 33.
- 30 Shares must be offered to members in proportion as nearly as may be to the number of existing shares held by them respectively.
- 31 The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined.
- 32 After the expiration of the period referred to in Article 31 above, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; and such further offer shall be made in the like terms in the same manner and limited by a like period as the original offer.
- 33 Any shares not accepted pursuant to the offer referred to in Article 30 and the further offer referred to in Article 32 or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of Articles 29 to 33 by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or dispose of the same to such persons, on such terms, and in such manner as they think fit.
- 34 In accordance with section 567 of the Act, sections 561 and 562 of the Act are excluded.
- 35 No person shall be admitted as a shareholder unless approved in writing by the Parent and approved by the board. The Parent cannot be expelled as a shareholder.

Payment of commissions on subscription for shares

- 36 Article 44 of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles, shall apply to the Company and form part of these Articles as if the text of such provisions was set out in full in these Articles.

Share certificates

- 37 Every share certificate must specify the amount paid up on the shares to which it relates. Article 24(2)(c) of the Model Articles shall not apply to the Company.

Share transfers

- 38 The instrument of transfer of any share taken on formation of the Company by a subscriber to the Company's memorandum of association need not be executed by or on behalf of the transferee even where the share is not fully paid.
- 39 There shall be no transfer of shares without the prior consent of the Parent.

Secured institutions

- 40 Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:
- 40.1 to a lender, bank or institution, or any entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any transferee of such a lender, bank, institution or agent and/or trustee (in each case a "secured person"); or
- 40.2 delivered to the Company for registration by a secured person or its nominee in order to register the Secured Person as legal owner of the shares or in order to transfer the shares to a third party; or
- 40.3 is executed by a secured person or its nominee pursuant to the power of sale or other power under such security; or
- 40.4 where there is a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article 40 shall be conclusive evidence of such facts.

Notwithstanding anything contained in these Articles, the director of the Company may not exercise its rights of lien over the shares that have been mortgaged, charged or pledged by way of security to a secured person.

Calculation of dividends

- 41 Except as otherwise provided by these Articles or the rights attached to shares, all dividends must be:
- 41.1 declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
- 41.2 apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
- 42 If any share is issued on terms providing that it ranks for dividend as from a particular date that share ranks for dividend accordingly. For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount. Article 30 of the Model Articles shall be modified accordingly.

Proceedings at general meetings

- 43 If a general meeting is adjourned, then notice of the time and place to which it is adjourned shall be given to all the members of the Company. Article 41(5) of the Model Articles shall be modified accordingly.

Poll votes

- 44 A poll may be demanded by any member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Article 44(2)(c) of the Model Articles shall be modified accordingly.
- 45 A demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not invalidate the result of a vote on a show of hands declared before the demand was made. Article 44(3) of the Model Articles shall not apply to the Company.

Proxies and corporate representatives

- 46 The failure of any proxy or corporate representative to vote in accordance with any instructions given by the member by whom such proxy or corporate representative is appointed shall not invalidate the result of any vote in which the proxy or corporate representative has participated and the Company and the directors shall be under no duty to enquire as to the instructions given to any such proxy or corporate representative.

Written resolutions

- 47 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the Act).
- 48 A written resolution of the members must be approved by the Parent.

Amendment to the articles of association

- 49 The Articles of Association of the Company may only be changed or rescinded with the prior written consent of the Parent and by resolution of the Company in accordance with the Act.

Means of communication to be used

- 50 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 50.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five working days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five working days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- 50.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 50.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 50.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

- 51 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

Indemnity

- 52 The Company may indemnify any Relevant Officer out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company (including any liability incurred in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act)) **provided that** this Article shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. This Article does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly. This Article is also without prejudice to any indemnity to which any person may otherwise be entitled. Article 52 of the Model Articles shall not apply to the Company.
- 53 To the extent permitted by, and subject to the restrictions in, the Act and without prejudice to any indemnity to which he may otherwise be entitled, the board shall have the power to provide funds to meet any expenditure incurred or to be incurred by any Relevant Officer in defending any criminal or civil (including regulatory) proceedings, or in connection with an application under the Act, or to enable him to avoid incurring such expenditure.
- 54 Without prejudice to the provisions of Article 53 of the Model Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of any person who is a Relevant Officer or an employee or former employee of the Company or any associated company or who is or was a trustee of a retirement benefits scheme or another trust in which a Relevant Officer or an employee or former employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.