

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 12038689

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

ASSOCIATED COOLING SERVICES EOT 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, Cardiff, on 7th June 2019



* N120386890 *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **06/06/2019**

X872UM95

<i>Company Name in full:</i>	ASSOCIATED COOLING SERVICES EOT LIMITED
<i>Company Type:</i>	Private company limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	20 METRO CENTRE KANGLEY BRIDGE ROAD LONDON ENGLAND SE26 5BW
<i>Sic Codes:</i>	82990

Company Director ***1***

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: Person

Full Forename(s): MR MARK CHRISTOPHER

Surname: **POWELL**

Service Address: **20 METRO CENTRE KANGLEY BRIDGE ROAD**
LONDON
ENGLAND SE26 5BW

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/09/1961** *Nationality:* **BRITISH**

Occupation: DIRECTOR

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **ASSOCIATED COOLING
SERVICES LIMITED**

Class of Shares: **ORDINARY**

Address **20 METRO CENTRE
KANGLEY BRIDGE ROAD
LONDON
ENGLAND
SE26 5BW**

Number of shares: **1**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: ASSOCIATED COOLING SERVICES EOT LIMITED AS TRUSTEE OF
THE ASSOCIATED COOLING SERVICES EMPLOYEE OWNERSHIP
TRUST

Service Address: 20 METRO CENTRE KANGLEY BRIDGE ROAD
LONDON
ENGLAND
SE26 5BW

Legal Form: TRUST

Governing Law: ENGLAND AND WALES

<i>Nature of control</i>	The relevant legal entity 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, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity 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, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity 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) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity 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) have the right to exercise, or actually exercise, significant influence or control over the company.

Companies Act 2006

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

ASSOCIATED COOLING SERVICES EOT LIMITED

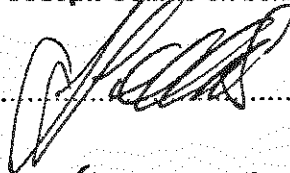
Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Subscriber:

ASSOCIATED COOLING SERVICES LIMITED

Authorising Person: **John Joseph Collins** on behalf of **Associated Cooling Services Limited**

Authentication:



Dated:

4.6.2019

The Companies Acts 2006

Private Company Limited by Shares

Articles of Association

ASSOCIATED COOLING SERVICES EOT LIMITED

("the Company")

1. Preliminary

- 1.1 The Company's name shall be **ASSOCIATED COOLING SERVICES EOT LIMITED**.
- 1.2 The Company's registered office shall be in England.
- 1.3 The liability of the members is limited.
- 1.4 The Regulations contained in The Companies (Model Articles) Regulations 2008 (SI/ 2008/3229) pursuant to section 19(1) of the Companies Act 2006 (2006 Act) (hereinafter called "Model Articles") shall apply to the Company save in so far as they are excluded or varied hereby such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.5 In these Articles the expression "the Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Allotment of Shares

- 2.1 Shares shall be under the control of the directors who may (subject to the Act and to article 2.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 In accordance with Section 562 of the Act, Section 561 (inclusive) of the Act shall not apply to the Company.
- 2.3 The directors are generally and unconditionally authorised for the purposes of Section 549 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 549) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

3. General Meetings and Resolutions

- 3.1 Every notice convening a General Meeting shall comply with the provisions of Sections 324 to 331 of the Act as to giving information to Members in regard to their

right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the directors and to the Auditors for the time being of the Company.

- 3.2 No business shall be transacted at any General Meeting unless a quorum is present. Subject to article 3.3 below, two persons are entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 3.3 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representatives shall be a quorum.
- 3.4 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- 3.5 If and of so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 168 and 510 of the Act.
- 3.6 Any decision taken by a sole Member pursuant to paragraph 3.3 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

4. **Appointment of directors**

- 4.1 The first directors shall be appointed by the subscriber to the Memorandum of Association who may appoint himself to the office of director.
- 4.2 Thereafter, unless the directors shall resolve otherwise the minimum number of directors of the Company shall be 2 (two) and the maximum shall be 10 (ten) provided that if the number of directors shall fall below 2 (two) this shall not prejudice the operation of the board of the Company whilst suitable replacement(s) are identified and appointed.
- 4.3 Articles 17 and 18 of the Model Articles shall not apply to the Company.
- 4.4 A person may be appointed as an additional director of the Company by resolution of the directors who shall, in consultation with the chairperson for the time being, take reasonable steps to ensure the appointee is fit and proper and possesses the requisite skills and experience to fulfill the office to which he or she is appointed. The directors shall not be entitled to make an appointment under this Article if it would cause the maximum number of directors referred to at Article 4.2 to be exceeded.
- 4.5 In any case where, as a result of death or bankruptcy or any other reason the Company has no directors, the members of the Company may resolve (by no less than a 75% majority) to appoint a natural person to be a director.
- 4.6 A director may be removed from office by a resolution of not less than 75% of all the directors (excluding the director whose proposed removal is the subject of the

resolution in question). All directors, including the director who is the subject of the proposed removal, must be given reasonable notice in writing (and in any event not less than 10 days' notice in writing) of the meeting at which the relevant resolution will be proposed.

4.7 On being appointed (and subject always to the provisions of Article 4.6), a director shall hold office for such period as may be determined by resolution of the other directors.

4.8 Upon expiry of the period of office that may be determined in accordance with Article 4.7, a director shall automatically retire from office, unless the directors shall resolve that they shall be reappointed.

5. Chairperson

5.1 The directors shall have the right to appoint the chairperson of the board of the Company from amongst their midst.

5.2 The chairperson shall consult with the directors as regards the appointment of any person that is proposed under Article 4.4 and provide such information to the directors as he or she shall think fit regarding the skills and experience of any candidate, with a view to enabling the directors to make appointments of additional directors that maintain a suitable range and balance of skills amongst the directors as a whole.

6 Borrowing Powers

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 549 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. Proceedings of directors

7.1 The quorum for the transaction of the business of the directors shall be any two directors.

7.2 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present in the meeting.

7.3 A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in a meeting can hear each other at the same time. Participation in a meeting in this manner is treated as a presence in person at the meeting.

7.4 Article 14 of the Model Articles shall not apply to the Company.

8. The Seal

8.1 If the Company has a seal it shall only be used with the authority of the directors or of

a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Article 24 of the Model Articles relating to the sealing of share certificates shall apply only if the Company has a seal. Article 49 of the Model Articles A shall not apply to the Company.

- 8.2 The Company may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

9. **Indemnity**

- 9.1 Every director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal or in connection with any applications under the Act, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto But this Article shall only have effect in so far as its provisions are not voided by Section 532 of the Act.

- 9.2 The directors shall have power to purchase and maintain for any director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 533 of the Act.

- 9.3 Article 52 of the Model Articles shall not apply to the Company.

10. **Transfer of Shares**

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.