

FILE COPY



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

Company Number **12186669**

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

CHAMOND MEDIA LTD

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 **3rd September 2019**



* N12186669Q *



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: **02/09/2019**

X8D63D2H

Company Name in full:

CHAMOND MEDIA LTD

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**CHI AN MOR 6 THE BURRELLS
SHOREHAM BY SEA
WEST SUSSEX
ENGLAND BN43 5HF**

Sic Codes:

**58141
58142**

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MRS NICOLA LOUISE**

Surname: **PENHALLOW**

Service Address: **CHI AN MOR 6 THE BURRELLS
SHOREHAM BY SEA
WEST SUSSEX
ENGLAND BN43 5HF**

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

Date of Birth: ****/06/1975** **Nationality:** **BRITISH**

Occupation: **COMPANY
DIRECTOR**

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

Company Director **2**

Type:	Person		
Full Forename(s):	MR ROBERT WILLIAM		
Surname:	PENHALLOW		
Service Address:	CHI AN MOR, 6 THE BURRELLS SHOREHAM-BY-SEA UNITED KINGDOM BN43 5HF		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/08/1977	Nationality:	BRITISH
Occupation:	COMPANY DIRECTOR		

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

Company Director 3

Type:	Person		
Full Forename(s):	MRS BRIGITTE MARIA		
Surname:	COLLINGS		
Service Address:	35 GRIMTHORPE AVENUE WHITSTABLE UNITED KINGDOM CT5 4PZ		
Country/State Usually Resident:	UNITED KINGDOM		
Date of Birth:	**/12/1952	Nationality:	BRITISH
Occupation:	ACCOUNTANT		

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

Company Director 4

Type: **Person**

Full Forename(s): **MR BRYAN REGINALD EMERSON**

Surname: **COLLINGS**

Service Address: **35 GRIMTHORPE AVENUE
WHITSTABLE
UNITED KINGDOM CT5 4PZ**

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

Date of Birth: ****/06/1942** *Nationality:* **BRITISH**

Occupation: **ACCOUNTANT**

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>	134
	A	<i>Aggregate nominal value:</i>	134
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

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

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	66
	B	<i>Aggregate nominal value:</i>	66
<i>Currency:</i>	GBP		
<i>Prescribed particulars</i>			

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, AND DISTRIBUTIONS. RIGHTS TO DIVIDENDS ARE AS PER THE SHAREHOLDERS AGREEMENT DATED 2ND SEPTEMBER 2019.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	200
		<i>Total aggregate nominal value:</i>	200
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

<i>Name:</i>	BRYAN REGINALD EMERSON COLLINGS	<i>Class of Shares:</i>	ORDINARY A
<i>Address</i>	35 GRIMTHORPE AVENUE WHITSTABLE UNITED KINGDOM CT5 4PZ	<i>Number of shares:</i>	20
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
<i>Name:</i>	ROBERT PENHALLOW LTD		
<i>Address</i>	BANK HOUSE SOUTHWICK SQUARE SOUTHWICK WEST SUSSEX UNITED KINGDOM BN42 4FN	<i>Class of Shares:</i>	ORDINARY A
		<i>Number of shares:</i>	114
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1
<i>Name:</i>	CHAMELEON BUSINESS MEDIA LTD		
<i>Address</i>	22 HARTFIELD ROAD FOREST ROW UNITED KINGDOM RH18 5DY	<i>Class of Shares:</i>	ORDINARY B
		<i>Number of shares:</i>	66
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	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: ROBERT PENHALLOW LTD

Service Address: BANK HOUSE SOUTHWICK SQUARE
SOUTHWICK
WEST SUSSEX
UNITED KINGDOM
BN42 4FN

Legal Form: LIMITED COMPANY

Governing Law: UNITED KINGDOM

Register Location: COMPANIES HOUSE

Country/State: UNITED KINGDOM

Registration Number: 7558003

Nature of control

The relevant legal entity holds, directly or indirectly, more than 50 % but less than 75 % of the voting rights in the company.

Relevant Legal Entity (RLE) details

Company Name: CHAMELEON BUSINESS MEDIA LTD

Service Address: 22 HARTFIELD ROAD
FOREST ROW
UNITED KINGDOM
RH18 5DY

Legal Form: LIMITED COMPANY

Governing Law: UNITED KINGDOM

Register Location: COMPANIES HOUSE

Country/State: UNITED KINGDOM

Registration Number: 5512542

Nature of control

The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF CHAMOND MEDIA LTD

1. INTERPRETATION

1.1 The following definitions and rules of interpretation apply in these Articles:

Model Articles: means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Where the context permits, other and otherwise are illustrative and shall not limit the sense of the words preceding them.

1.6 The Model Articles shall apply to the company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.

1.7 Article 30 of the Model Articles shall not apply to the company.

2. PROCEDURE FOR DECLARING DIVIDENDS

2.1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

- 2.2 For the avoidance of doubt, each different designation of shares shall constitute a different class of shares; and where this article permits differentiation in payment of dividends (whether as to amount or percentage, or as to whether or not a dividend shall be paid at all) between classes, it likewise permits such differentiation between different designations and classes of shares.
- 2.3 Subject to Article 2.6 below, every general meeting at which a dividend is declared shall, by ordinary resolution passed by a majority of each class of shareholders, direct that such dividend be paid in respect of all classes of Shares, or in respect of one or more classes of Shares to the exclusion of the other classes.
- 2.4 Subject to Article 2.6 below, where a dividend is declared in respect of more than one class of Shares the Company may, by ordinary resolution passed by a majority of each class of shareholders, differentiate between such classes as to the amount or percentage of dividend payable, but in default of such a resolution the Shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of Shares.
- 2.5 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 2.6 No dividend shall be declared in respect of any class of Shares in circumstances where the Directors recommend that no dividend should be declared nor shall any dividend be declared in respect of any class which exceeds the amount recommended by the Directors in respect of that class.
- 2.7 No dividend may be declared or paid unless it is in accordance with members' respective rights.
- 2.8 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- 2.9 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 2.10 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.
- 2.11 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.

- 2.12 When paying interim dividends the Directors may make payments in respect of one or more classes of Shares to the exclusion of the other classes or to all classes of Shares. When making such payments the Directors may differentiate between the classes in respect of which payments are being made as to the amount or percentage of dividend payable.
- 2.13 Each individual holding at least 5% of the Company's ordinary share capital shall be beneficially entitled to at least 5% of the profits available for distribution to the equity shareholders of the Company; and therefore, notwithstanding any other provisions of this article, where the Company has more than one class of shares, and where any dividend (whether final or interim) is declared, the amount of dividend paid in respect of each such class must be such as to ensure that each individual holding 5% or more of the Company's ordinary share capital shall be allocated no less than 5% of the total dividend declared to be paid to all equity shareholders

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of CHAMOND MEDIA LTD

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:

Bryan Reginald Emerson Collings

Authentication: Authenticated Electronically

Subscriber:

Robert Penhallow Ltd

Authorising Person: Robert Penhallow

Authentication: Authenticated Electronically

Subscriber:

Chameleon Business Media Ltd

Authorising Person: David Fordham

Authentication: Authenticated Electronically

Dated: 2 Sep 2019