

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PUBLIC LIMITED COMPANY**

Company Number **12804417**

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

NEWCO FINANCING II PLC

is this day incorporated under the Companies Act 2006 as a public 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 **11th August 2020**



* N12804417E *



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: **10/08/2020**

X9B5QT8J

Company Name in full:

NEWCO FINANCING II PLC

Company Type:

Public limited company

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**GRIFFIN HOUSE 161 HAMMERSMITH ROAD
LONDON
UNITED KINGDOM W6 8BS**

Sic Codes:

70100

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **JEREMY LEWIS**

Surname: **EVANS**

Service Address: **recorded as Company's registered office**

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

Company Director 1

Type: **Person**

Full Forename(s): **CHARLES HENRY ROWLAND**

Surname: **BRACKEN**

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/05/1966** **Nationality:** **BRITISH**

Occupation: **FINANCE
DIRECTOR**

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

Company Director 2

Type: **Person**

Full Forename(s): **JEREMY LEWIS**

Surname: **EVANS**

Service Address: **recorded as Company's registered office**

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

Date of Birth: ****/10/1965** **Nationality:** **BRITISH**

Occupation: **LAWYER**

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>			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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: **NEWCO HOLDCO 1
LIMITED**

Class of Shares: **ORDINARY**

Address **GRIFFIN HOUSE 161
HAMMERSMITH ROAD
LONDON
UNITED KINGDOM
W6 8BS**

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: NEWCO HOLDCO 1 LIMITED

Service Address: GRIFFIN HOUSE 161 HAMMERSMITH ROAD
LONDON
UNITED KINGDOM
W6 8BS

Legal Form: LIMITED BY SHARES

Governing Law: UNITED KINGDOM (ENGLAND AND WALES)

Register Location: COMPANIES HOUSE

Country/State: ENGLAND AND WALES

Registration Number: 12800546

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, 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, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **NEWCO HOLDCO 1 LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

NEWCO FINANCING II PLC

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

Newco Holdco 1 Limited

Dated: 10 August 2020

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NEWCO FINANCING II PLC

1. PRELIMINARY

- 1.1 The model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 8(4), 13(3), 16 and 21 do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. PROCEEDINGS OF DIRECTORS

- 3.1 Subject to Article 3.2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 3.2 The directors have the power to authorise a director's conflict of interest under section 175(4)(b) of the Companies Act 2006. If the directors propose to exercise this power, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 3.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

4. ALTERNATE DIRECTORS

- 4.1 Model Article 27(d) is deleted and replaced with the following:
- "then the alternate's appointer's appointment as a director terminates."

5. QUORUM AT GENERAL MEETINGS

- 5.1
- (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.
 - (b) If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.
 - (c) Model Article 33(1) is modified by the addition of a second sentence as follows:-

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

6. ALLOTMENT OF SHARES

- 6.1 The directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot shares in the Company, and/or grant rights to subscribe for or to convert any security into such shares up to a maximum amount of 10,000,000 shares at any time or times during the period of five years from the date of incorporation of the Company 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 made by the Company so to do made by the Company within that period.
- 6.2 The authority given to the directors to allot shares and grant rights to subscribe for or convert securities into shares of the Company under Article 6.1 may be renewed, revoked or varied by ordinary resolution.
- 6.3 Save as is permitted by section 586(2) of the Companies Act 2006, no shares of the Company may be allotted unless they are paid up at least as to one-quarter of their nominal value and the whole of any premium.

7. SHARE TRANSFERS

- 7.1 Model Article 63 is modified by the addition of new Model Article 63(7) as follows:

"Notwithstanding anything contained in these articles or otherwise, any preemption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not refuse to register, nor suspend registration of any transfer of shares where such transfer is:

- (a) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "Secured Institution"), or to any nominee of such a Secured Institution;
- (b) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
- (c) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
- (d) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution."