

FILE COPY



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

Company Number **13448165**

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

MERLIN TOPCO 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 **9th June 2021**



N13448165J



Companies House



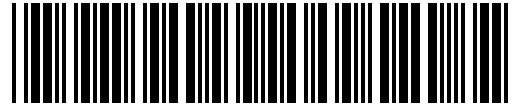
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **08/06/2021**

XA68S94W

*Company Name in
full:*

MERLIN TOPCO LTD

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**13 LIDYARD ROAD
LONDON
UNITED KINGDOM N19 5NR**

Sic Codes:

**68100
68209**

Company Director *1*

Type: **Person**

Full Forename(s): **MR CHRISTOPHER**

Surname: **BEAUMONT-MCQUILLAN**

Service Address: **13 LIDYARD ROAD
LONDON
UNITED KINGDOM N19 5NR**

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

Date of Birth: ****/03/1985** *Nationality:* **BRITISH**

Occupation: **LAWYER**

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

Type:	Person
Full Forename(s):	MRS HELEN
Surname:	BEAUMONT-MCQUILLAN
Service Address:	13 LIDYARD ROAD LONDON UNITED KINGDOM N19 5NR
Country/State Usually Resident:	UNITED KINGDOM

Date of Birth: ****/11/1983** *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>	CLASS A	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

FULL RIGHTS TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS. ONE SHARE CARRIES ONE VOTE, AND FULL RIGHTS TO DIVIDENDS AND CAPITAL DISTRIBUTIONS (INCLUDING UPON WINDING UP) MADE IN RESPECT OF THE CLASS A SHARES.

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

FULL RIGHTS TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS. ONE SHARE CARRIES ONE VOTE, AND FULL RIGHTS TO DIVIDENDS AND CAPITAL DISTRIBUTIONS (INCLUDING UPON WINDING UP) MADE IN RESPECT OF THE CLASS B SHARES.

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	2
		<i>Total aggregate nominal value:</i>	2
		<i>Total aggregate unpaid:</i>	2

Initial Shareholdings

Name: **CHRISTOPHER
BEAUMONT-MCQUILLAN**

Class of Shares: **CLASS A**

Address **13 LIDYARD ROAD
LONDON
UNITED KINGDOM
N19 5NR**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **HELEN BEAUMONT-
MCQUILLAN**

Class of Shares: **CLASS B**

Address **13 LIDYARD ROAD
LONDON
UNITED KINGDOM
N19 5NR**

Number of shares: **1**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

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

Individual Person with Significant Control details

Names: **CHRISTOPHER BEAUMONT-MCQUILLAN**

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

Date of Birth: ****/03/1985** *Nationality:* **BRITISH**

Service Address: **13 LIDYARD ROAD
LONDON
UNITED KINGDOM
N19 5NR**

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

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **HELEN BEAUMONT-MCQUILLAN**

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

Date of Birth: ****/11/1983** *Nationality:* **BRITISH**

Service Address: **13 LIDYARD ROAD
LONDON
UNITED KINGDOM
N19 5NR**

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

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Statement of Compliance

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

Name: **CHRISTOPHER BEAUMONT-MCQUILLAN**

Authenticated **YES**

Name: **HELEN BEAUMONT-MCQUILLAN**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of MERLIN TOPCO 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.

Name of each subscriber	Authentication
CHRISTOPHER BEAUMONT-MCQUILLAN	Authenticated Electronically
HELEN BEAUMONT-MCQUILLAN	Authenticated Electronically

Dated: 08/06/2021

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MERLIN TOPCO LTD

Company No **[IN PROCESS OF REGISTRATION]**

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COMPANY NO. [IN PROCESS OF REGISTRATION]

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MERLIN TOPCO LTD

Introduction

1. Interpretation

1.1 In these Articles, the following words have the following meanings:

A Director: any director appointed to the Company by the holder(s) of a majority of the A Shares;

Articles: the Company's articles of association for the time being in force;

A Share: an ordinary share of £1 in the capital of the Company designated as an A Share;

B Director: any director appointed to the Company by the holder(s) of a majority of the B Shares; and

B Share: an ordinary share of £1 in the capital of the Company designated as a B Share.

CA 2006: the Companies Act 2006;

Model Articles: 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 and reference to a numbered Model Article is a reference to that article of the Model Articles; and

Original Shareholder: a shareholder who holds shares in the Company on 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 CA 2006 shall have those 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 Unless expressly provided otherwise, a reference to any legislation or legislative provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.6 A reference to any legislation or legislative provision shall include all subordinate legislation made from time to time under that legislation or legislative provision.
- 1.7 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

2. Adoption of the Model Articles

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Model Articles 52 to 53 (inclusive) shall not apply to the Company.

Shares

3. Share capital

- 3.1 Except as otherwise provided in these Articles, the A Shares and the B Shares shall rank *pari passu* in all respects but shall constitute separate classes of shares.
- 3.2 On the transfer of any share as permitted by these Articles:
 - (a) a share transferred to a non-shareholder shall remain of the same class as before the transfer; and
 - (b) a share transferred to a shareholder shall automatically be redesignated on transfer as a share of the same class as those shares already held by the shareholder.

If no shares of a class remain in issue following a redesignation under this article, these Articles shall be read as if they do not include any reference to that class or to any

consents from, or attendance at any meeting or votes to be cast by, shareholders of that class or directors appointed by that class.

- 3.3 No variation of the rights attaching to any class of shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of shares. Where a special resolution to vary the rights attaching to a class of shares is proposed at a separate general meeting of that class of shares, all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be the Original Shareholder holding shares of the relevant class present in person or by proxy. For the purpose of this article, the Original Shareholder present in person or by proxy may constitute a meeting.
- 3.4 Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares:
- (a) any alteration in the Articles;
 - (b) any reduction, subdivision, consolidation, redenomination, or purchase or redemption by the Company of its own shares or other alteration in the share capital of the Company or any of the rights attaching to any share capital; and
 - (c) any resolution to put the Company into liquidation.
- 3.5 The Company shall immediately cancel any shares acquired under Chapter 4 of Part 18 of the CA 2006.

4. Indemnity and insurance

- 4.1 Subject to 54.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (a) each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by that person as a relevant officer in the actual or purported execution and/or discharge of the relevant officer's duties, or in relation to them, including any liability incurred by the relevant officer in defending any civil or criminal proceedings, in which judgment is given in the relevant officer's favour or in which the relevant officer is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the relevant officer's part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
 - (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by the relevant officer in connection with any

proceedings or application referred to in 44.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 4.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the CA 2006 or by any other provision of law and any such indemnity is limited accordingly.
- 4.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 4.4 In this article:
 - (a) a "relevant officer" means any director or other officer of the Company, but excluding in each case any person engaged by the Company as auditor (whether or not that person is also a director or other officer), to the extent the person acts in their capacity as auditor; and
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company.