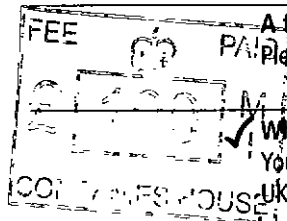


OS IN01

Registration of an overseas company opening a UK establishment



Companies House



A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
UK establishment

☒ What this form is NOT for
You cannot use this form to change
the details of an existing company
officer or establishment

FRIDAY



LD1 05/01/2018 #12
COMPANIES HOUSE

£200 C/c
R13309

FC034927

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

DELTA TOPCO LIMITED

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to **Section A3**

→ To register using an alternative name, go to **Section A2**

→ Filing in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ²

FORMULA ONE TOPCO LIMITED

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

³ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment ❶ → No Go to Section B2 → Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts
B2	Credit or financial institution Is the company a credit or financial institution? ❷ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	❷ Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below Legal form ❸ PRIVATE LIMITED COMPANY ✓ Country of incorporation * JERSEY ✓ Identity of register in which it is registered ❹ JERSEY REGISTRAR OF COMPANIES ✓ Registration number in that register 9 5 1 3 6 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable ❹ This will be the registry where the company is registered in its parent country
B4	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Complete Sections B5 and B6 → No Go to Section B6	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated Governing law ❺ JERSEY ✓ Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to Part 3	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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	Please give the period for which the company is required to prepare accounts by parent law				
From	d	d	m	m	
To	d	d	m	m	
	Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period				
Months					

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Registration of an overseas company opening a UK establishment

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ^①
- ☐ I enclose a certified translation, if applicable ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3
- No Go to Part 4 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ^①

Building name/number	1 WAVERLEY PLACE
Street	UNION STREET
Post town	ST HELIER
County/Region	JERSEY
Postcode	J E 1 1 S G
Country	CHANNEL ISLANDS
	Please give the objects of the company and the amount of issued share capital
Objects of the company ^②	NOT APPLICABLE
Amount of issued share capital ^③	11,361,851,302 ORDINARY SHARES OF \$0 01 EACH (USD) ✓

^① This address will appear on the public record

^② Please give a brief description of the company's business

^③ Please specify the amount of shares issued and the value

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Registration of an overseas company opening a UK establishment

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

D2

Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3

Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited ^④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1	Corporate secretary details^①	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm	SJ SECRETARIES LIMITED ✓	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number	1 WAVERLEY PLACE ✓	
Street	UNION STREET	
Post town	ST HELIER	
County/Region	JERSEY	
Postcode	J E 1 1 S G	
Country	CHANNEL ISLANDS	
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse
Where the company/firm is registered ^③		③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm	JERSEY PRIVATE COMPANY ✓	
Governing law	JERSEY	
If applicable, where the company/firm is registered ^④	JERSEY REGISTRAR OF COMPANIES ✓	
If applicable, the registration number	99218	

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Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Director

F1 Director details ^①	
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	DUNCAN FRANCIS
Surname	LLOWARCH
Former name(s) ^②	
Country/State of residence ^③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ^④	X X m0 m4 y1 y9 y6 y8
Business occupation (if any) ^⑤	CHIEF FINANCIAL OFFICER

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ^①	
Building name/number	NO 2
Street	ST JAMES'S MARKET
Post town	LONDON
County/Region	
Postcode	S W 1 Y 4 A H
Country	UNITED KINGDOM

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3 Director's authority	
Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^① <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
Are you authorised to act alone or jointly? Please tick one box.	
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^②	
If applicable, name(s) of person(s) with whom you are acting jointly	

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.			
Full forename(s)	CHARLES GORDON		
Surname	CAREY		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	AMERICAN		
Month/year of birth ④	<div>X</div> <div>X</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y3</div>		
Business occupation (if any) ⑤	DIRECTOR		

F2	Director's service address ⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	NO 2		
Street	ST JAMES'S MARKET		
Post town	LONDON		
County/Region			
Postcode	S W 1 Y 4 A H		
Country	UNITED KINGDOM		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Please enter the extent of your authority as director. Please tick one box.			
Extent of authority	<input type="checkbox"/> Limited ⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
Are you authorised to act alone or jointly? Please tick one box.			
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑧			
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Director

F1

Director details ^①

Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	ROSS JAMES
Surname	BRAWN
Former name(s) ^②	
Country/State of residence ^③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ^④	X X 1 1 1 9 5 4
Business occupation (if any) ^⑤	DIRECTOR

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth

Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2

Director's service address ^⑥

Building name/number	NO 2
Street	ST JAMES'S MARKET
Post town	LONDON
County/Region	
Postcode	S W 1 Y 4 A H
Country	UNITED KINGDOM

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3

Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
Are you authorised to act alone or jointly? Please tick one box	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧
If applicable, name(s) of person(s) with whom you are acting jointly	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.			
Full forename(s)	SACHA JANE		
Surname	WOODWARD HILL		
Former name(s) ②			
Country/State of residence ③	UNITED KINGDOM		
Nationality	BRITISH		
Month/year of birth ④	<div>X</div> <div>X</div> <div>m0</div> <div>m1</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div>		
Business occupation (if any) ⑤	GROUP COUNSEL		

F2	Director's service address ⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	NO 2		
Street	ST JAMES'S MARKET		
Post town	LONDON		
County/Region			
Postcode	S W 1 Y 4 A H		
Country	UNITED KINGDOM		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Please enter the extent of your authority as director. Please tick one box.			
Extent of authority	<input type="checkbox"/> Limited ⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
Are you authorised to act alone or jointly? Please tick one box.			
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⑧			
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	RICHARD NORMAN	
Surname	BAER	
Former name(s) ^②		
Country/State of residence ^③	UNITED STATES OF AMERICA	
Nationality	AMERICAN	
Month/year of birth ^④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y7</div> </div>	
Business occupation (if any) ^⑤	BUSINESS EXECUTIVE	

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

F2	Director's service address ^①	
Building name/number	12300	
Street	LIBERTY BOULEVARD	
Post town	ENGLEWOOD	
County/Region	COLORADO	
Postcode	8 0 1 1 2	
Country	UNITED STATES OF AMERICA	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^② <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	GREGORY BEN	
Surname	MAFFEI	
Former name(s) ^②		
Country/State of residence ^③	UNITED STATES OF AMERICA	
Nationality	AMERICAN	
Month/year of birth ^④	<div>X X</div> <div>m0 5</div> <div>y1 y9 y6 y0</div>	
Business occupation (if any) ^⑤	BUSINESS EXECUTIVE	

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^①	
Building name/number	12300	
Street	LIBERTY BOULEVARD	
Post town	ENGLEWOOD	
County/Region	COLORADO	
Postcode	8 0 1 1 2	
Country	UNITED STATES OF AMERICA	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3	Director's authority	
Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ^② <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
Are you authorised to act alone or jointly? Please tick one box.		
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③		
If applicable, name(s) of person(s) with whom you are acting jointly		

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ¹		<p>1 Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>2 Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>3 Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>4 Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>5 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.			
Full forename(s)	ALBERT EDWIN		
Surname	ROSENTHALER		
Former name(s) ²			
Country/State of residence ³	UNITED STATES OF AMERICA		
Nationality	AMERICAN		
Month/year of birth ⁴	<div>X</div> <div>X</div> <div>m0</div> <div>m8</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y9</div>		
Business occupation (if any) ⁵	BUSINESS EXECUTIVE		

F2	Director's service address ⁶		<p>6 Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	12300		
Street	LIBERTY BOULEVARD		
Post town	ENGLEWOOD		
County/Region	COLORADO		
Postcode	<div>8</div> <div>0</div> <div>1</div> <div>1</div> <div>2</div> <div></div> <div></div> <div></div>		
Country	UNITED STATES OF AMERICA		

F3	Director's authority		<p>7 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>8 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Please enter the extent of your authority as director. Please tick one box.			
Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
Are you authorised to act alone or jointly? Please tick one box.			
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸			
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	PETER		
Surname	BRABECK-LETMATHE		
Former name(s) ^②			
Country/State of residence ^③	SWITZERLAND		
Nationality	AUSTRIAN		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>1</div> <div>1</div> <div>1</div> <div>9</div> <div>4</div> <div>4</div>		
Business occupation (if any) ^⑤	CHAIRMAN EMERITUS OF NESTLÉ SA		

F2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record</p>
Building name/number	AVENUE NESTLE 55		
Street			
Post town	1800 VEVEY		
County/Region			
Postcode			
Country	SWITZERLAND		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details^①		
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		① Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	SERGIO		② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	MARCHIONNE		
Former name(s) ^②			③ Country/State of residence This is in respect of your usual residential address as stated in Section F5.
Country/State of residence ^③	SWITZERLAND		
Nationality	CANADIAN		④ Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
Month/year of birth ^④	XX 06 19 52		
Business occupation (if any) ^⑤	CEO OF FIAT SPA		⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address^⑥		
Building name/number	FERRARI SPA		⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.
Street	VIA ABETONE INFERIORE		
Post town	MARANELLO		
County/Region			
Postcode	I - 41053		
Country	ITALY		

F3	Director's authority		
	Please enter the extent of your authority as director. Please tick one box.		⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	BODO KNUT		
Surname	UEBBER		
Former name(s) ^②			
Country/State of residence ^③	GERMANY		
Nationality	GERMAN		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>8</div> <div>1</div> <div>9</div> <div>5</div> <div>9</div>		
Business occupation (if any) ^⑤	MEMBER OF THE BOARD OF MANAGEMENT - DAIMLER AG		

F2	Director's service address ^①		<p>① Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	F611		
Street	70546		
Post town	STUTTGART		
County/Region			
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>		
Country	GERMANY		

F3	Director's authority		<p>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ^① <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^②		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	SHAIKH MOHAMMED BIN ESSA		
Surname	AL-KHALIFA		
Former name(s) ^②			
Country/State of residence ^③	BAHRAIN		
Nationality	BAHRAINI		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>4</div> <div>1</div> <div>9</div> <div>6</div> <div>9</div>		
Business occupation (if any) ^⑤	CHAIRMAN OF MCLAREN		

F2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	MCLAREN TECHNOLOGY CENTRE		
Street	CHERTSEY ROAD		
Post town	WOKING		
County/Region	SURREY		
Postcode	G U 2 1 4 Y H		
Country	UNITED KINGDOM		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①		<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F5</p> <p>④ Month and year of birth Please provide month and year only Provide full date of birth in section F4</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank</p>
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	ALEXANDER DONALD		
Surname	MACKENZIE		
Former name(s) ^②			
Country/State of residence ^③	UNITED KINGDOM		
Nationality	BRITISH		
Month/year of birth ^④	<div>X</div> <div>X</div> <div>0</div> <div>3</div> <div>1</div> <div>9</div> <div>5</div> <div>7</div>		
Business occupation (if any) ^⑤	INVESTMENT MANAGER		

F2	Director's service address ^⑥		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	111 STRAND		
Street			
Post town	LONDON		
County/Region			
Postcode	<div>W</div> <div>C</div> <div>2</div> <div>R</div> <div></div> <div>0</div> <div>A</div> <div>G</div>		
Country	UNITED KINGDOM		

F3	Director's authority		<p>⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	Please enter the extent of your authority as director. Please tick one box.		
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box.		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ^①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details**H1 Documents previously delivered - constitution**

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
→ Yes Please enter the UK establishment number below and then go to **Section H2**

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to **Section H3**
→ Yes Please enter the UK establishment number below and then go to **Section H3**

UK establishment
registration number

B R

H3 Delivery of accounts and reportsThis section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ^①

- ☒ In respect of this establishment Please go to **Section H4**
☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

^① Please tick the appropriate boxUK establishment
registration number

B R

H4 Particulars of UK establishment ^①You **must** enter the name and address of the UK establishment

Name of establishment FORMULA ONE TOPCO LIMITED ✓

Building name/number NO 2 ✓

Street ST JAMES'S MARKET

Post town LONDON ✓

County/Region

Postcode S W 1 Y 4 A H

Country UNITED KINGDOM

Please give the date the establishment was opened and the business of the establishment

Date establishment opened ^d0 ^d8 ^m1 ^m2 ^y2 ^y0 ^y1 ^y7 ✓

Business carried on at the UK establishment HOLDING COMPANY ACTIVITIES ✓

^① Address

This is the address that will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

DUNCAN FRANCIS

Surname

LLOWARCH

J2**Permanent representative's service address^①**

Building name/number

NO 2

Street

ST JAMES'S MARKET

Post town

LONDON

County/Region

Postcode

S W 1 Y 4 A H

Country

UNITED KINGDOM

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☐ Limited ^②☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

^② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4	
Full forename(s)	CHARLES GORDON ✓	
Surname	CAREY	
J2	Permanent representative's service address ①	
Building name/number	NO 2	
Street	ST JAMES'S MARKET	
Post town	LONDON ✓	
County/Region		
Postcode	S W 1 Y 4 A H	
Country	UNITED KINGDOM	
	① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ② <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ③	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4	
Full forename(s)	ROSS JAMES	
Surname	BRAWN	
J2	Permanent representative's service address ^①	
Building name/number	NO 2	
Street	ST JAMES'S MARKET	
Post town	LONDON	
County/Region		
Postcode	S W 1 Y 4 A H	
Country	UNITED KINGDOM	
	① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ^② <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4	
Full forename(s)	SACHA JANE	
Surname	WOODWARD HILL	
J2	Permanent representative's service address ^①	
Building name/number	NO 2	
Street	ST JAMES'S MARKET	
Post town	LONDON	
County/Region		
Postcode	S W 1 Y 4 A H	
Country	UNITED KINGDOM	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ^② <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address


This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

	This must be completed by all companies	
	I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div>	
	This form may be signed by Director, Secretary, Permanent representative	

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Ross Hockley**

Company name **Formula One Management Limited**

Address **No 2 St James's Market**

Post town **London**

Country/Region

Postcode **S W 1 Y 4 A H**

Country **United Kingdom**

DX

Telephone **020 3909 1039**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 NR Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below.
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANIES (JERSEY) LAW 1991

ARTICLES OF ASSOCIATION

OF

Delta Topco Limited

a par value limited company

Adopted on 5 January 2018

Company number 95136

Incorporated the 13th day of November 2006

Certified as a true and correct copy of the original document

Signed



Name Duncan Llowarch

Position Director

Date 5 January 2017

COMPANIES (JERSEY) LAW 1991

ARTICLES OF ASSOCIATION

OF

DELTA TOPCO LIMITED

a par value limited company

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COMPANIES (JERSEY) LAW 1991

ARTICLES OF ASSOCIATION

OF

DELTA TOPCO LIMITED

a par value limited company

1 INTERPRETATION

1.1 In these Articles, unless the context or law otherwise requires, the following words and expressions shall have the meanings respectively assigned to them below

1.1.1 **"2009 Concorde Agreement"** means the Concorde agreement made on 5 August 2009 between the FIA France, FOA, FOWC, Ferrari SpA and others as amended from time to time,

1.1.2 **"5-year Business Plan"** means the approved financial plan for the Company from time to time which includes the balance sheet, a plan for cash management (dividends and intercompany financing arrangements), projected cash flow and profit and loss statement for the following five (5) Financial Years,

1.1.3 **"these Articles"** means these Articles of Association in their present form or as from time to time amended,

1.1.4 **"Auditors"** means the auditors (if any) of the Company appointed pursuant to these Articles,

1.1.5 **"Bankrupt"** has the meaning ascribed to it in the Interpretation (Jersey) Law, 1954,

1.1.6 **"Beneficial Ownership"** and related terms such as **"Beneficially Owned"** or **"Beneficial Owner"** have the meaning given in Rule 13d-3 under the Exchange Act, and a person's Beneficial Ownership of Shares shall be calculated in accordance with the provisions of such rule (including for the avoidance of doubt taking into account any person who would constitute a "group" with such first person pursuant to Rule 13d-3),

1.1.7 **"Board"** means the board of directors of the Company from time to time or any duly appointed committee of it,

1.1.8 **"Ceasing Team"** means a Team in respect of which Cessation has occurred,

- 1 1 9 "Cessation" means the termination of a Team's rights and obligations under the terms of any Team Arrangement pursuant to which a Team agrees to participate in the F1 Championship for the Term,
- 1 1 10 "Chairman" means the individual duly appointed as chairman of the Company,
- 1 1 11 "Clear Days" means in relation to the period of a Notice that period excluding the day when the Notice is served or deemed to be served and the day for which it is given or on which it is to take effect,
- 1 1 12 "the Companies Law" means the Companies (Jersey) Law 1991 and any subordinate legislation from time to time made thereunder, including any statutory modifications or re-enactments for the time being in force,
- 1 1 13 "Company" means the company incorporated under the Law in respect of which these Articles have been registered,
- 1 1 14 "Directors" means the directors of the Company for the time being,
- 1 1 15 "Equity Securities" means the shares and rights to subscribe for, or convert into, Shares,
- 1 1 16 "Exchange Act" means the U S Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder,
- 1 1 17 "F1 Championship" means the FIA Formula One World Championship,
- 1 1 18 "FIA" means FIA France and/or FIA Switzerland, as the case may be,
- 1 1 19 "FIA France" means Fédération Internationale de l'Automobile, the association declared in conformity with the French law of 1 July 1901 and enjoying consultative status at the Council of Europe and at the United Nations having its office at 8, place de la Concorde, 75008 Paris, France,
- 1 1 20 "FIA Switzerland" means Fédération Internationale de l'Automobile, the association declared in conformity with article 60 et seq of the Swiss Civil Code having its registered office in the commune of Meyrin, Switzerland and its principal address at 2 chemin de Blandonnet, 1215 Geneva 15, Switzerland,
- 1 1 21 "Financial Year" means a financial period of the Company commencing on 1 January and ending on 31 December in any calendar year,
- 1 1 22 "FOA" means Formula One Administration Limited,
- 1 1 23 "FOAM" means Formula One Asset Management Limited,
- 1 1 24 "FOWC" means Formula One World Championship Limited,

1 1 25 **"Governmental Authority"** means any supranational, national, federal, state, county, municipal, local or foreign government, or other political subdivision thereof, or any arbitral body and any entity exercising executive, legislative, judicial, regulatory, taxing, administrative, prosecutorial or arbitral functions of or pertaining to government, provided that such term shall not include any stock exchange,

1 1 26 **"Group"** means the Company and its subsidiary undertakings, including FOAM, FOA and Formula One Licensing BV and **"Group Company"** means any of them,

1 1 27 **"Holder"** means in relation to Shares the Member whose name is entered in the Register as the holder of the Shares,

1 1 28 **"Holding Company"** means an undertaking which in relation to another undertaking, a **"Subsidiary"**

(a) owns or controls (directly or indirectly) shares in the Subsidiary carrying more than fifty per cent (50%) of the votes exercisable at general meetings of the Subsidiary on all, or substantially all, matters, or

(b) has a right to appoint or remove a majority of its board of directors, or

(c) has the right to exercise a dominant influence over the Subsidiary

(i) by virtue of the provisions contained in the Subsidiary's constitutional documents, or

(ii) by virtue of a control contract, or

(d) controls alone, or pursuant to an agreement with other shareholders or members, a majority of the voting rights in the Subsidiary,

and for the purposes of this definition

(a) an undertaking shall be treated as a member of another undertaking if (X) any of its Subsidiaries is a member of that undertaking, or (Y) any shares in that undertaking are held by a person acting on behalf of it or any of its Subsidiaries,

(b) an undertaking shall be taken to have the right to exercise a dominant influence over an undertaking only if it has a right to give directions with respect to the operating and financial policies of that other undertaking with which its directors are obliged to comply whether or not they are for the benefit of that other undertaking,

(c) **"control contract"** means a contract in writing conferring a dominant influence right which

- (i) is of a kind authorised by the memorandum or articles of association of the undertaking in relation to which the right is exercisable, and
 - (ii) is permitted by the law under which that undertaking is established, and
 - (d) any undertaking which is a Subsidiary of another undertaking shall also be a Subsidiary of any further undertaking of which that other is a Subsidiary
- 1 1 29 "**I Director**" or "**I Directors**" means the Director or Directors appointed by Liberty Member and designated as such or the alternate(s) from time to time of such appointee(s),
- 1 1 30 "**I Director Consent**" means the written consent or instruction, or consent or instruction expressed by affirmative vote at a meeting of the Board, of or by a person who is one of the I Directors which consent or instruction may be given or withheld in their absolute discretion,
- 1 1 31 "**Independent Director**" means the independent, non-executive directors on the Board that are independent of
- (a) Liberty Media,
 - (b) the Group (other than by virtue of their directorships),
 - (c) any current, past or future automotive race promoter from time to time, and
 - (d) any current, past or future automotive race sponsors from time to time
- and, in each case, that are appointed in accordance with the deed of undertaking dated 5 August 2009 between the Company and the Signatory Teams (as defined in the 2009 Concorde Agreement) and any successor to that deed,
- 1 1 32 "**Investor Group**" means, with respect to the Liberty Member
- (a) its Subsidiaries from time to time,
 - (b) the ultimate Holding Company of Liberty Member from time to time, and
 - (c) every other person which is a Subsidiary of the same ultimate Holding company from time to time,
- 1 1 33 "**Law**" means any applicable law, statute, constitution, principal of common law, ordinance, code, rule, regulation, ruling or other legal requirement issued, enacted, adopted, promulgated, implemented or otherwise put into effect by or under the authority of any Governmental Authority,

- 1 1 34 **"Liberty Media"** means Liberty Media Corporation, a Delaware corporation whose principal offices are at 12300 Liberty Boulevard, Englewood, Colorado, 80112, USA,
- 1 1 35 **"Liberty Member"** means Liberty GR Acquisition Company Limited or any entity within the meaning of limbs (a) or (c) of the definition of Investor Group to whom it may validly transfer its entire holding of Shares from time to time,
- 1 1 36 **"Listing"** means any admission to listing or to trading on a securities exchange of any Shares for which prior I Director Consent has been obtained and, for the purposes of these Articles only the time at which a Listing shall be deemed to have occurred shall be determined with I Director Consent,
- 1 1 37 **"LMC Designee"** has the meaning given to that term in Article 22 2,
- 1 1 38 **"LMG"** means the Formula One Group of Liberty Media (and to the extent that Liberty Media changes the name of the Formula One Group, it shall refer to the group with such amended name),
- 1 1 39 **"LST"** means the Team that has competed continuously in the F1 Championship as a competitor (either under its current chassis names or any previous chassis names in relation to which FOWC has approved a name change) for the greatest number of F1 Championship seasons since (and including) 1950, the calculation of which shall disregard any missed events and disqualifications and shall include any continuous period prior to 1981 during which an LST Affiliate competed continuously under its current chassis name,
- 1 1 40 **"LST Affiliate"** means in relation to the LST, any Subsidiary or Holding Company of the LST and any Subsidiary of any such Holding Company, in each case from time to time,
- 1 1 41 **"LST Director"** has the meaning given to that term in Article 3 1 1,
- 1 1 42 **"LST Representative"** means the chairman or chief executive of the holder of the LST Share from time to time or such other person as the holder of the LST Share may nominate and FOWC has approved at its discretion,
- 1 1 43 **"LST Share"** means the redeemable ordinary share which has the special rights conferred in Articles 3 1 and 3 2,
- 1 1 44 **"Member"** means a holder of Shares from time to time,
- 1 1 45 **"Month"** means calendar month;
- 1 1 46 **"Nasdaq"** means The Nasdaq Stock Market, and references thereto shall be deemed to include any other public stock market on which Liberty Media may be listed (including, as applicable, for purposes of reference to the rules and regulations thereof),

- 1 1 47 **"Notice"** means a notice in Writing unless otherwise specifically stated,
- 1 1 48 **"Office"** means the registered office of the Company,
- 1 1 49 **"Officer"** includes a Secretary but otherwise has the meaning ascribed to it in the Companies Law,
- 1 1 50 **"Ordinary Resolution"** means a resolution of the Company in general meeting adopted by a simple majority of the votes cast at that meeting,
- 1 1 51 **"Ordinary Shares"** means the ordinary shares of US\$0.01 in the capital of the Company from time to time,
- 1 1 52 **"Paid Up"** includes credited as paid up to the full amount of the nominal value,
- 1 1 53 **"Person"** means any individual, corporation, limited liability company, limited or general partnership, joint venture, association, joint-stock company, trust, unincorporated organization, government or any agency or political subdivisions thereof,
- 1 1 54 **"Present"** in relation to general meetings of the Company and to meetings of the Holders of any class of Shares includes present by attorney or by proxy or in the case of a corporate Member by representative,
- 1 1 55 **"Register"** means the register of Members required to be kept pursuant to Article 41 of the Companies Law,
- 1 1 56 **"Remuneration Committee"** means the Company's remunerations committee from time to time,
- 1 1 57 **"Seal"** means the common seal of the Company,
- 1 1 58 **"Secretary"** means any Person appointed to perform any of the duties of secretary of the Company (including an assistant or deputy secretary) and in the event of two or more Persons being appointed as joint secretaries any one or more of the Persons so appointed,
- 1 1 59 **"Series C Liberty Formula One Stock"** means the Series C Liberty Formula One Common Stock, par value \$0.01 per share, of Liberty Media, as constituted on 5 January 2018 (and which was previously known as Series C Liberty Media Common Stock), and any securities issued in respect thereof, or in substitution therefor, or otherwise into which such shares of Series C Liberty Formula One Stock may thereafter be changed (whether as a result of a recapitalisation, reorganisation, redemption, merger, consolidation, business combination, share exchange, stock dividend or other transaction or event),
- 1 1 60 **"Shares"** means shares in the Company's share capital,

- 1 1 61 **"Signed"** includes a signature or representation of a signature affixed by mechanical or other means or any other means of signifying agreement permitted by law and where a document is to be signed by a company, an association or a body of Persons the word **"Signed"** shall be construed as including the signature of a duly authorised representative on its behalf as well as any other means by which it would normally execute the document,
- 1 1 62 **"SLEC"** means SLEC Holdings Limited,
- 1 1 63 **"SLEC Group"** means SLEC and its subsidiaries from time to time, and FOAM and its subsidiaries for as long as the Company or any of its subsidiaries owns shares in FOAM and **"SLEC Group Company"** means any of them,
- 1 1 64 **"Special Resolution"** means a resolution of the Company passed as a special resolution in accordance with the Companies Law,
- 1 1 65 **"Subsidiary"** shall have the meaning given to it in the definition of Holding Company,
- 1 1 66 **"Team"** means any team that competes in the F1 Championship,
- 1 1 67 **"Team Arrangement"** means any agreement (including any related side letters) which may be entered into between the Company or a Group Company and a Team or among the Company or a Group Company, a Team and other parties,
- 1 1 68 **"Team Director"** has the meaning given to that term in Article 27 11,
- 1 1 69 **"Team Related Matter"** means any payments (including matters directly affecting the calculation of the annual prize fund paid to the Teams) to or from, or any offer to, or dealings, negotiations or arrangements with, or proposals or requests to or from, or for the benefit of, any Team or any person acting on behalf of or associated with a Team and specifically including anything involving or related to any Team Arrangements or otherwise relating to the Company's relationship with any Team or the terms of any Team's participation in the F1 Championship whether during the Term or afterwards or any matter stated to be a Team Related Matter in Article 27 11,
- 1 1 70 **"Team Shares"** means redeemable ordinary shares which have the special rights conferred in Article 3 3, and Team Share means any one of them,
- 1 1 71 **"Team Share Director"** has the meaning given to that term in Article 3 3,
- 1 1 72 **"Team Share Representative"** means the chairman or chief executive of the holder of a Team Share from time to time or such other person as a holder of a Team Share may nominate and FOWC has approved at its discretion,
- 1 1 73 **"Term"** means the period from 1 January 2013 until (and including) 31 December 2020,

- 1 1 74 "Trading Day" means any day (a) other than a Saturday, a Sunday, a day on which Nasdaq is not open for business, or a day on which Nasdaq is scheduled, as of the date hereof, to close prior to its normal weekday scheduled closing time and (b) during which trading of the Series C Liberty Formula One Stock on Nasdaq has not been suspended for more than ninety (90) minutes, and
- 1 1 75 "in Writing" includes written, printed, telexed, electronically transmitted or represented or reproduced by any other mode of representing or reproducing words in a visible form
- 1 2 Save as defined herein and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Law but excluding any statutory modification thereof not in force when these Articles become binding on the Company
- 1 3 In these Articles, unless the context or law otherwise requires
- 1 3 1 words and expressions which are cognate to those defined in Article 1 1 shall be construed accordingly,
- 1 3 2 the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative,
- 1 3 3 words importing the singular number only shall be construed as including the plural number and *vice versa*,
- 1 3 4 words importing the masculine gender only shall be construed as including the feminine and neuter genders,
- 1 3 5 the word "dividend" has the meaning ascribed to the word "distribution" in Article 114 of the Companies Law,
- 1 3 6 an undertaking is a "subsidiary undertaking" of another undertaking (its "parent undertaking") if that other undertaking, directly or indirectly, through one or more subsidiary undertakings
- (a) holds a majority of the voting rights in it; or
 - (b) is a member or shareholder of it and has the right to appoint or remove a majority of its board of directors or other equivalent managing body, or
 - (c) has a right to exercise a dominant influence over it
 - (i) by virtue of provisions contained in its memorandum or articles or equivalent constitutional documents, or
 - (ii) by virtue of an agreement or arrangement with that undertaking or other members or shareholders of that undertaking, or

(d) is a member or shareholder of it and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in it,

1 3 7 references to enactments are to such enactments as are from time to time modified, re-enacted or consolidated and shall include any enactment made in substitution for an enactment that is repealed, and

1 3 8 references to a numbered Article are to the Article so numbered of these Articles

1 4 The clause and paragraph headings in these Articles are for convenience only and shall not be taken into account in the construction or interpretation of these Articles

2 **SHARE CAPITAL**

2 1 The share capital of the Company is as specified in the Memorandum of Association and the Shares shall have the rights and be subject to the conditions contained in these Articles

2 2 Without prejudice to any special rights for the time being conferred on the Holders of any Shares or class of Shares (which special rights shall not be varied or abrogated except with such consent or sanction as is hereinafter provided) any Share or class of Shares may be issued with such preferred, deferred or other special rights (including the right as to redemption), or such restrictions whether in regard to dividends, return of capital, voting or otherwise as the Company may from time to time by Special Resolution determine.

2 3 Subject to Articles 5 1 to 5 3 (inclusive), the unissued Shares for the time being shall be at the disposal of the Directors, and they may (subject to the provisions of Article 2 2) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no Shares shall be issued at a discount

2 4 The Company may issue fractions of Shares in accordance with and subject to the provisions of the Companies Law *provided that*

2 4 1 a fraction of a Share shall be taken into account in determining the entitlement of a Member as regards dividends or on a winding up, and

2 4 2 a fraction of a Share shall not entitle a Member to a vote in respect thereof

2 5 Subject to the provisions of the Companies Law, the Company may from time to time

2 5 1 issue, or

2 5 2 convert any existing non-redeemable Shares (whether issued or not) into,

Shares which are to be redeemed or are liable to be redeemed at the option of the Company or at the option of the Holder thereof and on such terms and in such manner as may be determined by Special Resolution

- 2 6 Subject to the provisions of the Companies Law, the Company may purchase its own Shares (including redeemable Shares) including by the purchase of depositary certificates in respect of such Shares
- 2 7 The Company may apply its Shares or capital money either directly or indirectly in payment of a commission, discount or allowance to a Person. Any such commission, discount or allowance may be satisfied by the payment of cash and/or by the allotment of fully or partly paid Shares or in any other way
- 2 8 Except as otherwise provided by these Articles or by law, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not be bound by or be compelled in any way to recognise any equitable, contingent, future or partial interest in any Share or any interest in any fraction of a Share or any other right in respect of any Share except an absolute right to the entirety thereof in the Holder
- 2 9 Save as set out in these Articles to the contrary, the Ordinary Shares shall rank *pari passu* with regards their rights to distributions, returns of capital on a winding up, receipt of proceeds following a liquidation and voting rights

3 SPECIAL RIGHTS ATTACHING TO THE LST SHARE AND TEAM SHARES

- 3 1 The Holder of the LST Share shall have the following special rights until a Listing
- 3 1 1 to appoint the LST Representative as a Director (the "**LST Director**") (*provided that the LST Director shall assume the same fiduciary duties to the Company as required by law and give the same confidentiality undertakings to the Company as any other Director*) and to remove any person so appointed,
- 3 1 2 for the LST Director to sit on the audit and ethics committee of the Company (being a standing committee of the Board which reviews the financial statements of the Group prior to publication, consults with its auditors and monitors the adequacy and effectiveness of the internal control and compliance environment),
- 3 1 3 for the LST Director to sit on the nominations committee of the Company (being a standing committee of the Board which monitors and evaluates the executive and independent non-executive members of the Board and the Group's other senior management (including the chief executive officer of FOWC), examines the skills and characteristics needed in Board and/or senior management candidates and identifies suitable candidates for independent non-executive Board and/or senior management positions). The nominations committee shall also include the Independent Directors, but prior to a Listing a majority of its members will be nominated by Liberty Member, and

- 3 1 4 if the Board delegates to a standing or ad hoc committee the monitoring and strategic development of its business relating to the F1 Championship, for the LST Director to sit on such committee
- 3 2 Subject to the requirements of the Companies Law, the Company is entitled to redeem the LST Share at par value on 24 hours' written notice to the holder of the LST Share in the event of any of the following
 - 3 2 1 expiry of the Term,
 - 3 2 2 the holder of the LST Share becoming a Ceasing Team, and
 - 3 2 3 a Listing, in which event the redemption will take place in good time to enable the Listing to go ahead.

The redemption shall be effective on the payment of the redemption price of the LST Share and once the redemption is effective the Company shall amend the Register such that the LST Share shall cease to be in issue and the rights of the holder of the LST Share shall be extinguished

- 3 3 Each holder of a Team Share shall have the right until a Listing to appoint its Team Share Representative as a director of the Company (a "Team Share Director"), (provided that such Team Share Director shall assume the same fiduciary duties to the Company as required by law and give the same confidentiality undertakings to the Company as any other Director) and to remove any person so appointed
- 3 4 Subject to the requirements of the Companies Law, the Company is entitled to redeem any Team Share at par value on 24 hours' written notice to the holder of such Team Share in the event of any of the following
 - 3 4 1 expiry of the Term,
 - 3 4 2 the holder of such Team Share becoming a Ceasing Team; and
 - 3 4 3 a Listing, in which event the redemption will take place in good time to enable the Listing to go ahead

The redemption shall be effective on the payment of the redemption price of such Team Share and once the redemption is effective the Company shall amend the Register such that such Team Share shall cease to be in issue and the rights of the holder of such Team Share shall be extinguished

- 3 5 The appointment and removal of any Director pursuant to Articles 3 1 and 3 3 shall be by written notice from the appointor to the Company and shall take effect at the time specified in such notice or upon delivery to the Office if later (provided that the appointment of any Director pursuant to Articles 3 1 and 3 3 shall be subject to the delivery by such person to the Office of a letter, in a

form satisfactory to the Company and in accordance with Articles 3.1 and 3.3, setting out the confidentiality undertakings and acknowledgements of fiduciary duty given by such person in connection with his appointment as a Director) and any person so appointed may not be removed except after written notice to that effect has been given by the appointor to the Company for as long as the appointor's right of appointment subsists, and otherwise in accordance with these Articles

4 SHARE PREMIUM ACCOUNT

4.1 Except as provided in Article 4.2, where the Company issues Shares at a premium, the amount or value (as determined by the Directors) of any premiums shall be transferred, as and when the premiums are Paid Up, to a share premium account which shall be kept in the books of the Company in the manner required by the Companies Law. The sums for the time being standing to the credit of the share premium account shall be applied only in accordance with the Companies Law.

4.2 Where the Companies Law permits the Company to refrain from transferring any amount to a share premium account, that amount need not be so transferred, but the Directors may if they think fit nevertheless cause all or any part of such amount to be transferred to the relevant share premium account.

4.3 The Company may by Ordinary Resolution transfer an amount to a share premium account of the Company from any other account of the Company (other than the capital redemption reserve or the nominal capital account).

5 ALTERATION OF SHARE CAPITAL

5.1 The Company may by Special Resolution alter its share capital as stated in the Memorandum of Association in any manner permitted by the Companies Law.

5.2 Any new Shares created on an increase or other alteration of share capital shall be issued upon such terms and conditions as the Company may in general meeting direct.

5.3 Any capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue of the new Shares, be considered as part of the original capital and the new Shares shall be subject to the provisions of these Articles with reference to the transfer and transmission of Shares or otherwise applicable to the existing Shares.

6 VARIATION OF RIGHTS

6.1 Whenever the capital of the Company is divided into different classes of Shares the special rights attached to any class may (unless otherwise provided by the terms of issue of the Shares of that class) be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up.

6 1 1 with the consent in Writing of the Holders of two-thirds of the issued Shares of that class, or

6 1 2 with the sanction of a Special Resolution passed at a separate meeting of the Holders of Shares of that class,

but not otherwise, and provided that

6 1 3 Article 6 1 shall not apply to the LST Share, the special rights attaching to which shall only be amended with either

(a) the consent in Writing of the Holders of a majority of the issued Shares of that class, or

(b) with the sanction of an Ordinary Resolution passed at a separate meeting of the Holders of Shares of that class, and

no such variation to the rights attached to any class of Shares may be made without the Director Consent

6 2 To every such separate meeting all the provisions of these Articles and of the Companies Law relating to general meetings of the Company or to the proceedings thereat shall apply *mutatis mutandis* except that the necessary quorum shall be two Persons holding or representing at least one third in nominal amount of the issued Shares of that class but so that if at any adjourned meeting of such Holders a quorum as above defined is not Present those Holders who are Present shall be a quorum

6 3 The special rights conferred upon the Holders of any Shares or class of Shares issued with preferred, deferred or other special rights shall (unless otherwise expressly provided by the conditions of issue of such Shares) be deemed not to be varied by the creation or issue of further Shares ranking after or *pari passu* therewith (save that this Article 6 3 shall not apply to the LST Share)

7 REGISTER OF MEMBERS

7 1 The Directors shall maintain or cause to be maintained a Register in the manner required by the Companies Law The Register shall be kept at the Office In each year the Directors shall prepare or cause to be prepared and filed an annual return containing the particulars required by the Companies Law

7 2 The Company shall not be required to enter the names of more than four joint Holders in the Register

8 SHARE CERTIFICATES

8 1 Every Member shall be entitled

8 1 1 without payment upon becoming the Holder of any Shares to one certificate for all the Shares of each class held by him and upon transferring a part only of the Shares comprised in a certificate to a new certificate for the remainder of the Shares so comprised, or

8 1 2 upon payment of such reasonable sum for each certificate as the Directors shall from time to time determine to several certificates each for one or more of his Shares of any class

8 2 Every certificate shall be issued within two Months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) and shall be executed by the Company A certificate may be executed

8 2 1 if the Company has a Seal, by causing a seal of the Company to be affixed to the certificate in accordance with these Articles, or

8 2 2 whether or not the Company has a Seal, by the signature on behalf of the Company of either two Directors or one Director and the Secretary

Every certificate shall further specify the Shares to which it relates and the amount Paid Up thereon and if so required by the Companies Law the distinguishing numbers of such Shares

8 3 The Company shall not be bound to issue more than one certificate in respect of a Share held jointly by several Persons and delivery of a certificate for a Share to one of several joint Holders shall be sufficient delivery to all such Holders

8 4 If a share certificate shall be worn out, defaced, lost or destroyed a duplicate certificate may be issued on payment of such reasonable fee and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in relation thereto as the Directors think fit

9 RIGHTS AND SECURITY INTERESTS OVER SHARES

9 1 Save with prior Director Consent and save for transfers of Shares permitted to be registered in accordance with Article 10, no Member shall

9 1 1 grant, declare, create or dispose of any Interest in any Shares or deal in any other manner with the legal title to or the Beneficial Ownership of, any Shares, or

9 1 2 create or permit to exist any security interest over any Shares or any interest in any Share,

10 TRANSFER OF SHARES

- 10 1 Save as otherwise permitted under the provisions of the Companies Law, all transfers of Shares shall be effected using an instrument of transfer
- 10 2 The instrument of transfer of any Share shall be in Writing in the usual common form or in any form approved by the Directors
- 10 3 The instrument of transfer of any Share shall be Signed by or on behalf of the transferor and in the case of an unpaid or partly paid Share by the transferee. The transferor shall be deemed to remain the Holder of the Share until the name of the transferee is entered in the Register in respect thereof
- 10 4 The Directors acting with Director Consent may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of Shares (whether fully paid or not) including without limitation a transfer of Shares to a Person of whom they do not approve
- 10 5 The Directors may also refuse to register the transfer of a Share unless the instrument of transfer
- 10 5 1 is lodged at the Office or at such other place as the Directors may appoint accompanied by the certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer,
- 10 5 2 is in respect of only one class of Shares, and
- 10 5 3 is in favour of not more than four transferees
- 10 6 If, in accordance with Article 10 4 or 10 5, the Directors refuse to register a transfer of a Share they shall within two Months after the date on which the instrument of transfer was lodged with the Company send to the proposed transferor and transferee Notice of the refusal
- 10 7 All instruments of transfer relating to transfers of Shares which are registered shall be retained by the Company but any instrument of transfer relating to transfers of Shares which the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same
- 10 8 Other than in relation to the LST Share, the registration of transfers of Shares or of transfers of any class of Shares may be suspended at such times and for such periods as the Directors may determine (not exceeding thirty days in any year) as the Directors may determine with Director Consent
- 10 9 Unless otherwise decided by the Directors in their sole discretion no fee shall be charged in respect of the registration of transfers of Shares or any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any Share

- 10 10 In respect of any allotment of any Share the Directors shall have the same right to decline to approve the registration of any renounce of any allottee as if the application to allot and the renunciation were a transfer of a Share under these Articles

11 TRANSMISSION OF SHARES

- 11 1 In the case of the death of a Member the survivor or survivors where the deceased was a joint Holder and the executors or administrators of the deceased where he was a sole or only surviving Holder shall be the only Persons recognised by the Company as having any title to his interest in the Shares but nothing in this Article shall release the estate of a deceased joint Holder from any liability in respect of any Share which had been jointly held by him
- 11 2 A guardian of an infant Member and any curator or guardian or other legal representative of a Member under legal disability and any Person becoming entitled to a Share in consequence of the death, bankruptcy or incapacity of a Member or otherwise by operation of law may upon such evidence as to his title being produced as may from time to time be required by the Directors and subject as hereinafter provided elect either to be registered himself as the Holder or (if agreed with the Director Consent) to have some Person nominated by him registered as the Holder thereof
- 11 3 If the Person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a Notice Signed by him stating that he so elects If he shall elect to have another Person registered he shall testify his election by an instrument of transfer of the Share in favour of that Person All the limitations restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such Notice or instrument of transfer as aforesaid as if it were an instrument of transfer executed by the Member and the death, bankruptcy or incapacity of the Member had not occurred
- 11 4 A Person becoming entitled to a Share by reason of the death, bankruptcy or incapacity of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the Holder of the Share except that he shall not before being registered as the Holder of the Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company *provided always that* the Directors may at any time give Notice requiring any such Person to elect either to be registered himself or to transfer the Share and if the Notice is not complied with within one Month such Person shall be deemed to have so elected to be registered himself and all the restrictions on the transfer and transmission of Shares contained in these Articles shall apply to such election

12 GENERAL MEETINGS

- 12 1 The Company shall not be required to hold an annual general meeting
- 12 2 Any general meeting held shall be called an extraordinary general meeting

12 3 The Directors may whenever they think fit and upon a requisition of Members pursuant to the provisions of the Companies Law or if so required by the Director the Directors shall forthwith proceed to convene an extraordinary general meeting for a date not later than two Months after the receipt of the requisition

12 4 At any extraordinary general meeting called pursuant to a requisition unless such meeting is called by the Directors no business other than that stated in the requisition as the objects of the meeting shall be transacted

13 CLASS MEETINGS

Save as otherwise provided in these Articles, all the provisions of these Articles and of the Companies Law relating to general meetings of the Company and to the proceedings thereat shall apply *mutatis mutandis* to every class meeting A Director who is entitled to receive Notice of general meetings of the Company in accordance with Article 14 1 shall also be entitled, unless he has notified the Secretary in Writing of his contrary desire, to receive Notice of all class meetings At any class meeting the Holders of Shares of the relevant class shall have one vote in respect of each Share of that class held by them

14 NOTICE OF GENERAL MEETINGS

14 1 At least fourteen Clear Days' Notice shall be given of every general meeting, including without limitation, every general meeting called for the passing of a Special Resolution Every notice shall specify the place, the day and the time of the meeting and in the case of special business, the general nature of such business and, in the case of an annual general meeting, shall specify the meeting as such Subject to the provisions of these Articles and to any restrictions imposed on any Shares, Notice of every general meeting shall be given in the manner hereinafter mentioned to all the Members, to all Persons entitled to a Share in consequence of the death, bankruptcy or incapacity of a Member, to the Auditors (if any) and to every Director who has notified the Secretary in Writing of his desire to receive Notice of general meetings

14 2 A meeting of the Company shall notwithstanding that it is called by shorter Notice than that specified in Article 14 1 be deemed to have been duly called if it is so agreed

14 2 1 in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat, and

14 2 2 in the case of any other meeting by a majority in number of the Members having the right to attend and vote at the meeting being a majority together holding not less than the minimum percentage of the total voting rights of the Members who have that right as prescribed by the Companies Law

14 3 In every Notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member

14 4 It shall be the duty of the Company, subject to the provisions of the Companies Law, on the calling of a meeting on the requisition in writing of such number of Members as is specified by the Companies Law

14 4 1 to give to the Members entitled to receive notice of general meetings and to the Directors notice of any resolution which may properly be moved and which it is intended to move at that meeting, and

14 4 2 to circulate to Members entitled to have notice of any general meeting sent to them, a statement of not more than one thousand words with respect to each proposed resolution or other item of business to be dealt with at that meeting

14 5 The accidental omission to give Notice of a meeting to or the non-receipt of Notice of a meeting by any Person entitled to receive Notice shall not invalidate the proceedings at that meeting

15 PROCEEDINGS AT GENERAL MEETINGS

15 1 The business of an annual general meeting shall be to receive and consider the accounts of the Company and the reports of the Directors and Auditors (if any), to elect Directors (if proposed), to elect Auditors (if proposed) and fix their remuneration, to sanction a dividend (if thought fit so to do) and to transact any other business of which Notice has been given

15 2 No business shall be transacted at any general meeting except the adjournment of the meeting unless a quorum of Members is Present at the time when the meeting proceeds to business. Such quorum shall consist of one representative of Liberty Member, *provided that* if at any time all of the issued Shares in the Company are held by one Member such quorum shall consist of that Member Present

15 3 If a Member is by any means in communication with one or more other Members so that each Member participating in the communication can hear what is said by any other of them each Member so participating in the communication is deemed to be Present at a meeting with the other Members so participating notwithstanding that all the Members so participating are not Present together in the same place. A meeting at which any or all of the Members participate as aforesaid shall be deemed to be a general meeting of the Company for the purposes of these Articles notwithstanding any other provisions of these Articles and all of the provisions of these Articles and of the Companies Law relating to general meetings of the Company and to the proceedings thereat shall apply *mutatis mutandis* to every such meeting

15 4 If within half-an-hour from the time appointed for the meeting a quorum is not Present or if during the meeting a quorum ceases to be Present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Directors shall determine and if at such adjourned meeting a quorum is not Present within half-an-hour from the time appointed for the holding of the meeting those Members Present shall constitute a quorum

- 15 5 The Chairman shall preside as chairman at every general meeting of the Company or if there is no such Chairman or if he shall not be Present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall select one of their number to be chairman of the meeting
- 15 6 If at any meeting no Director is willing to act as chairman or if no Director is Present within fifteen minutes after the time appointed for holding the meeting, the Directors shall choose one of their number to be chairman of the meeting
- 15 7 The chairman may with the consent of any meeting at which a quorum is Present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for fourteen days or more, Notice of the adjourned meeting shall be given as in the case of the original meeting Save as aforesaid it shall not be necessary to give any Notice of any adjourned meeting or of the business to be transacted at an adjourned meeting
- 15 8 Except where otherwise provided in the Companies Law or in these Articles, all resolutions shall be adopted if approved by a majority of the votes cast In the event of an equality of votes at any general meeting the chairman shall not be entitled to a second or casting vote
- 15 9 Subject to the Companies Law, anything which may be done at a general meeting of the Company (save for the passing of a resolution removing the Auditors) may be done by a resolution in Writing passed by one or more Members holding the requisite majority of the voting rights of all of the Members who, at the date when the resolution is deemed passed, would be entitled to vote on the resolution if it were proposed at a general meeting A resolution in Writing may consist of several instruments in the same form each Signed by or on behalf of one or more Members A resolution in Writing may be sent or submitted to Members in hard copy or electronic form or in such other manner as the Directors may resolve A resolution in Writing shall be deemed to be passed when the Member or Members holding the requisite majority of voting rights have in accordance with the Companies Law signified agreement to the resolution in hard copy or electronic form or in such other manner as the Directors may resolve

16 VOTES OF MEMBERS

- 16 1 Subject to any special rights restrictions or prohibitions as regards voting for the time being attached to any Shares as may be specified in the terms of issue thereof or these Articles, every Member Present shall have one vote for each Share of which he is the Holder
- 16 2 In the case of joint Holders of any Share such Persons shall not have the right of voting individually in respect of such Share but shall elect one of their number to represent them and to vote whether personally or by proxy in their name In default of such election the Person whose name appears first in order in the Register in respect of such Share shall be the only Person entitled to vote in respect thereof

- 16 3 A Member whom a special or general attorney is appointed or who is suffering from some other legal incapacity or interdiction in respect of whom an order has been made by any court having jurisdiction in matters concerning legal incapacity or interdiction may vote whether on a show of hands or on a poll by his attorney, curator, receiver or other Person authorised in that behalf appointed by that court and any such attorney, curator, receiver or other Person may vote by proxy Evidence to the satisfaction of the Directors of the authority of such attorney, curator, receiver or other Person may be required by the Directors prior to any vote being exercised by such attorney, curator, receiver or other Person
- 16 4 No Member shall be entitled to vote at any general meeting unless all sums presently payable by him in respect of Shares in the Company of which he is Holder or one of the joint Holders have been paid
- 16 5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive
- 16 6 On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way
- 16 7 The Directors may at the expense of the Company send by post or otherwise to the Members instruments of proxy (with or without provision for their return prepaid) for use at any general meeting or at any separate meeting of the Holders of any class of Shares of the Company either in blank or nominating in the alternative any one or more of the Directors or any other Persons If for the purpose of any meeting invitations to appoint as proxy a Person or one or more of a number of Persons specified in the invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the Members entitled to be sent a Notice of the meeting and to vote thereat by proxy
- 16 8 The instrument appointing a proxy shall be in Writing in any common form or as approved by the Directors and shall be under the hand of the appointor or of his attorney duly authorised in Writing or if the appointor is a corporation either under seal or under the hand of a duly authorised officer, attorney or other representative A proxy need not be a Member
- 16 9 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is Signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place as is specified for that purpose by the Notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote In calculating the period referred to in the foregoing of this Article 16 9, no account shall be taken of any part of a day that is not a "working day" within the meaning of Article 96(4B) of the Companies Law An instrument of proxy

which is not deposited in the manner so required shall be valid only if it is approved by all the other Members who are Present at the meeting

- 16 10 The instrument appointing a proxy may be in any common form or in any other form approved by the Directors including the following form

"Delta Topco Limited

I/We [] of [] being a Member/Members of the above named Company hereby appoint [] of [] or failing him [] of [] as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the [] day of [] and at any adjournment thereof

Signed this [] day of []"

- 16 11 Unless the contrary is stated thereon the instrument appointing a proxy shall be as valid as well for any adjournment of the meeting as for the meeting to which it relates
- 16 12 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed *provided that* no Notice in Writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which such vote is cast

17 **CORPORATE MEMBERS**

- 17 1 Subject to the provisions of the Companies Law, any body corporate which is a Member may by resolution of its directors or other governing body authorise such Person(s) as it thinks fit to act as its representative(s) at any meeting of Members (or of any class of Members) and the Person(s) so authorised shall be entitled to exercise on behalf of the body corporate which he/they represent(s) the same powers as that body corporate could exercise if it were an individual
- 17 2 Where (a) Person(s) is/are authorised to represent a body corporate at a general meeting of the Company the Directors or the chairman of the meeting may require him/them to produce a certified copy of the resolution from which he/they derive(s) his/their authority

18 **DIRECTORS**

- 18 1 Unless and until otherwise so determined by the Directors the minimum number of Directors shall be one and there shall be no maximum The Company shall keep or cause to be kept at the Office a Register of its Directors in the manner required by the Companies Law
- 18 2 A Director need not be a Member but provided he has notified the Secretary in Writing of his desire to receive Notice of general meetings in accordance with Article 14 1, he shall be entitled to receive Notice of any general meeting and, subject to Article 13, all separate meetings of the

Holders of any class of Shares in the Company Whether or not a Director is entitled to receive such Notice, he may nevertheless attend and speak at any such meeting

- 18 3 The remuneration of the Directors shall be determined by the Board upon recommendation of the Remuneration Committee

19 ALTERNATE DIRECTORS

- 19 1 Any Director (other than an alternate Director) may at his sole discretion and at any time and from time to time appoint any other Director and an I Director may appoint any other Person (whether or not a Director) (other than one disqualified or ineligible by law to act as a director of a company) as an alternate Director to attend and vote in his place at any meetings of Directors at which he is not personally present Each Director shall be at liberty to appoint under this Article more than one alternate Director *provided that* only one such alternate Director may at any one time act on behalf of the Director by whom he has been appointed
- 19 2 An alternate Director while he holds office as such shall be entitled to receive Notice (which need not be in Writing) of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member and to attend and to exercise all the rights and privileges of his appointor at all such meetings at which his appointor is not personally present and generally to perform all the functions of his appointor as a Director in his absence
- 19 3 An alternate Director shall *ipso facto* vacate office if and when his appointment expires or the Director who appointed him ceases to be a Director of the Company or removes the alternate Director from office by Notice under his hand served upon the Company
- 19 4 An alternate Director shall be entitled to be paid all travelling and other expenses reasonably incurred by him in attending meetings The remuneration (if any) of an alternate Director shall be payable out of the remuneration payable to the Director appointing him as may be agreed between them
- 19 5 Where a Director acts as an alternate Director for another Director he shall be entitled to vote for such other Director as well as on his own account, but no Director shall at any meeting be entitled to act as alternate Director for more than one Director
- 19 6 A Director who is also appointed an alternate Director shall be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two
- 19 7 If a Director who has appointed an alternate Director is for the time being temporarily unable to act through ill health or disability the signature of the alternate Director to any resolution in writing made by the Directors shall be as effective as the signature of his appointor
- 19 8 The instrument appointing an alternate Director may be in any form approved by the I Directors including the following form

"Delta Topco Limited

I, [] a Director of the above named Company, in pursuance of the power in that behalf contained in the Articles of Association of the Company, do hereby nominate and appoint [] of [] to act as alternate Director in my place at [any meeting of the Directors] [the meeting of the Directors to be held on the [] day of []] and at any adjournment thereof which I am unable to attend and to exercise all my duties as a Director of the Company at such meeting

Signed this [] day of []"

- 19 9 Save as otherwise provided in Article 19 3, any appointment or removal of an alternate Director shall be by notice signed by the Director making or revoking the appointment and shall take effect when lodged at the Office or otherwise notified to the Company in such manner as is approved by the Directors

20 POWERS OF DIRECTORS

- 20 1 The business, overall direction, supervision and management of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Companies Law or these Articles required to be exercised by the Company in general meeting, and the power and authority to represent the Company in all transactions relating to real and personal property and all other legal or judicial transactions, acts and matters and before all courts of law shall be vested in the Directors

- 20 2 The Directors' powers shall be subject to the provisions of these Articles, to the provisions of the Companies Law and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made

- 20 3 The Directors may by power of attorney, mandate or otherwise appoint any Person to be the agent of the Company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers

21 DELEGATION OF DIRECTORS' POWERS

- 21 1 The Directors may (with I Director Consent) delegate any of their powers to committees which shall, subject to Article 3, comprise such Director or Directors and/or such other Person or Persons as they think fit *provided that* any such committee must comprise at least one I Director Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to such Director or Directors and/or other Person or Persons as such committee thinks fit (whether or not such Director(s) or other Person(s) act as a committee) all or any of the powers delegated and may be made subject to such conditions as the Directors may specify, and may be revoked or altered

- 21 2 The meetings and proceedings of any such committee consisting of two or more Persons shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors under this Article 21

22 APPOINTMENT OF DIRECTORS

- 22 1 In addition to the appointment rights set out in Articles 22 2 and 22 3, the following Director appointment rights apply

22 1 1 up to three Team Share Directors (in accordance with Article 27 11), and provided that there may be more than three Team Share Directors if approved by I Director Consent, and

22 1 2 the Chairman

- 22 2 The Liberty Member shall be entitled to appoint three Liberty Member designees ("LMC Designees") as Directors and to remove any persons so appointed, each of which may be designated as an I Director by the Liberty Member from time to time

- 22 3 The I Directors shall have power at any time from time to time to appoint any Person (other than one disqualified or ineligible by law to act as a director of a company) to be a Director either to fill a casual vacancy or as an addition to the existing Directors (provided that any such appointment shall not be in forced replacement of, or to the exclusion of, a Director appointed pursuant to the other provisions of this Article 22) Any Director so appointed shall hold office until he resigns or is disqualified or removed in accordance with the provisions of these Articles

- 22 4 The chairman of the Board shall be the Chairman from time to time (or if no individual is duly appointed as Chairman, the chairman shall be a Director nominated as such from time to time by I Director Consent)

- 22 5 The Company shall keep or cause to be kept a register of particulars with regard to its Directors in the manner required by the Companies Law

23 RESIGNATION, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 23 1 The office of a Director shall be vacated if the Director

23 1 1 resigns his office by Notice to the Company,

23 1 2 ceases to be a Director by virtue of any provision of the Companies Law or he becomes prohibited or disqualified by law from being a Director,

23 1 3 becomes Bankrupt or makes any arrangement or composition with his creditors generally,

23 1 4 becomes of unsound mind,

23 1 5 is removed from office by Ordinary Resolution passed,

23 1 6 being a Team Director, the Board ends his designation as a Team Director which the Board may do if (i) it forms the view he no longer has a relationship and/or interest in and/or involvement with any Team, (ii) the Team with which he has a relationship and/or interest and/or involvement ceases to participate in the F1 Championship, (iii) in the case of the LST Director, the LST Share is redeemed, or (iv) in the case of a Team Share Director, the Team Share in respect of which he is appointed is redeemed, or

23 1 7 in the case of the LST Director or a Team Share Director, he is removed in accordance with Article 3 1 and Article 3 3 respectively, or the LST Share or Team Share respectively is redeemed

24 REMUNERATION AND EXPENSES OF DIRECTORS

24 1 The Directors shall be entitled to such remuneration as the Directors may determine subject to any limitation as the Company may by Ordinary Resolution determine

24 2 The Directors shall be paid out of the funds of the Company their travelling hotel and other expenses properly and necessarily incurred by them in connection with their attendance at meetings of the Directors or Members or otherwise in connection with the discharge of their duties

24.3 Notwithstanding the provisions of Article 24 1, for the avoidance of doubt

24 3 1 none of (i) any directors of the Company designated by or on behalf of Liberty Member, and (ii) any executive directors of the Company, shall be entitled to any compensation or be eligible for any equity-based incentives or compensation by virtue of their service on the Board (other than, for the avoidance of doubt, executive directors whose compensation shall be governed by the terms of his employment agreement with the relevant member of the Group),

24 3 2 the compensation of the Independent Directors shall be determined by the Board, and

24 3 3 the compensation of any Team Share Directors (as defined in the relevant Team Arrangement) shall be determined in accordance with the relevant Team Arrangement, if any

25 EXECUTIVE DIRECTORS

25 1 The Directors may from time to time appoint with I Director Consent one or more of their number to be the holder of executive office on such terms and for such periods as they may determine

25 2 The appointment of any Director to any executive office shall be subject to termination if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company

25 3 The Directors may with I Director Consent entrust to and confer upon a Director holding any executive office any of the powers exercisable by the Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers

26 DIRECTORS' INTERESTS

26 1 A Director who has, directly or indirectly, an interest in a transaction entered into or proposed to be entered into by the Company or by a subsidiary of the Company which to a material extent conflicts or may conflict with the interests of the Company and of which he is aware, shall disclose to the Company the nature and extent of his interest

26 2 For the purposes of Article 26 1

26 2 1 the disclosure shall be made at the first meeting of the Directors at which the transaction is considered after the Director concerned becomes aware of the circumstances giving rise to his duty to make it or, if for any reason he fails to do so at such meeting, as soon as practical after the meeting, by Notice in Writing delivered to the Secretary;

26 2 2 the Secretary, where the disclosure is made to him shall inform the Directors that it has been made and shall in any event table the Notice of the disclosure at the next meeting after it is made,

26 2 3 a disclosure to the Company by a Director in accordance with Article 26 1 that he is to be regarded as interested in a transaction with a specified Person is sufficient disclosure of his interest in any such transaction entered into after the disclosure is made, and

26 2 4 any disclosure made at a meeting of the Directors shall be recorded in the minutes of the meeting

26 3 Subject to the provisions of the Companies Law, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms as to tenure of office, remuneration and otherwise as the Directors may determine (with I Director Consent)

26 4 Subject to the provisions of the Companies Law, and *provided that* he has disclosed to the Company the nature and extent of any of his material interests in accordance with Article 26 1, a Director notwithstanding his office

26 4 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested,

26 4 2 may be a director or other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested,

26 4 3 shall not by reason of his office be accountable to the Company for any benefit 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 such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and

26 4 4 may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director,

and, for the avoidance of doubt, the approval of the Board regarding a Director's participation or involvement with respect to any of the foregoing matters shall not be required following the making of any disclosure in accordance with Article 26 1, save only that no interested Director may participate or have any involvement as contemplated by Articles 26 4 1 to 26 4 4 where the I Director, acting reasonably and in good faith, directs such Director in Writing to refrain from doing so ("Exclusion"), provided that any interested Director so excluded shall be provided with details of the matters from which they are excluded and the reasons for such Exclusion (without, for the avoidance of doubt, providing any of the excluded information) and shall be entitled to request the Chairman to consider or reconsider their Exclusion, acting reasonably and in good faith, at the next meeting of the Board or during the meeting at which such Exclusion was determined, as applicable (on the basis that the Chairman shall be obliged to consult with the I Director but the final determination shall be made by the Chairman alone)

27 PROCEEDINGS OF DIRECTORS

27 1 Subject to the provisions of these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit

27 2 Board meetings will be held at least quarterly and any I Director may convene additional meetings of the Board At least 5 Trading Days' advance notice of each meeting of the Board shall be provided to each Director, accompanied by a written agenda specifying the business to be transacted at such meeting and, at least three (3) calendar days prior to the meeting, all papers to be circulated or presented to the same, provided that at any time the Chairman may call a Board meeting on no less than 24 hours' notice if he determines there is an urgent reason to do so (such notice to be accompanied by a written agenda specifying the business to be transacted) As soon as practicable following each meeting of the Board a copy of the minutes thereof shall be circulated to each Director

27 3 Except with I Director Consent, no business shall be transacted at any meeting of the Board (or committee of the Board) Questions arising at any meeting shall be decided by a majority vote except that at a meeting of the Board or a committee of that Board those I Directors present and voting at such meeting shall, when voting, between them be deemed to exercise one vote more

than the total number of votes exercised by the other Directors present and voting at the same meeting so as to ensure that the I Directors will always have sufficient votes to pass a resolution of the Board or of any committee of the Board. A Director who is also an alternate Director shall be entitled, in the absence of the Director whom he is representing, to a separate vote on behalf of such Director in addition to his own vote (but he shall count as only one for the purpose of determining whether a quorum is present save that he shall be considered as two directors for the purpose of making a quorum when such quorum exceed two)

- 27.4 A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. The quorum necessary for the transaction of the business of the Directors shall be at least one I Director present in person or by alternate. Where the quorum comprises one I Director present in person or by alternate, such I Director may exercise alone all the powers and discretions for the time being exercisable by the Directors.
- 27.5 A Director notwithstanding his interest may be counted in the quorum present at any meeting at which any contract or arrangement in which he is interested is considered and, provided he has made the disclosure required by Article 26.1, he may vote in respect of any such contract or arrangement except those concerning his own terms of appointment.
- 27.6 The continuing Directors or Director may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum or becomes less than the number required by the Companies Law the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting of the Company. If there are no Directors or no Director is able or willing to act then any Member or the Secretary may summon a general meeting for the purpose of appointing Directors.
- 27.7 The Chairman, or in his absence the deputy chairman, or in his absence the vice-chairman, shall preside at all meetings of the Directors but if no such chairman, deputy chairman or vice-chairman be elected or if at any meeting the chairman, deputy chairman or vice-chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be the chairman of the meeting.
- 27.8 If a Director or any person entitled to be present at a meeting of the Directors is by any means in communication with one or more other Directors or other such persons so that each Director or such person participating in the communication can speak to and hear what is said by any other of them, each Director and such other person so participating in the communication is deemed to be present at a meeting with the other Directors and such other persons so participating, notwithstanding that all the Directors and such other persons so participating are not present together in the same place. A Director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is physically present unless the Directors in attendance resolve otherwise.

27 9 A resolution in Writing Signed by all the Directors entitled to receive Notice of a meeting of Directors or of a committee of Directors appointed pursuant to Article 21 1 shall be valid and effectual as if it had been passed at a meeting of the Directors or of a committee of Directors duly convened and held and may consist of several documents in like form each Signed by one or more Directors but a resolution Signed by an alternate Director need not also be Signed by his appointor and if it is Signed by a Director who has appointed an alternate Director it need not be Signed by the alternate Director in that capacity

27 10 All acts done *bona fide* by any meeting of Directors or of a committee appointed by the Directors or by any Person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or committee or Person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such Person had been duly appointed and was qualified and had continued to be a Director or a member of a committee appointed by the Directors and had been entitled to vote

27 11 For the purposes of these Articles, a "Team Director" is (i) the LST Director, (ii) any Team Share Director, (iii) any Director that is appointed to the Board on behalf of a Team or its affiliates pursuant to the terms of a Team Arrangement, and (iv) any other Director who has not been appointed on behalf of a Team or its affiliates but who the Board determines to be a Team Director by virtue of his relationship with and/or interest in and/or involvement with a Team A Team Director does not have any right to

27 11 1 receive or inspect any papers, documents, records or other material of the Company, any subsidiary of the Company or of any other Director which in any way relate to any Team Related Matter,

27 11 2 attend or participate in any part of any meeting of (i) the Board or (ii) a committee thereof, established in accordance with the terms of these Articles, which considers a Team Related Matter, nor speak or vote on any resolution concerning a Team Related Matter, or

27 11 3 ask questions about any Team Related Matter

Subject to the terms of these Articles, the Board may appoint a committee of the Board to resolve any question which arises in relation to the application or interpretation of this Article 27 11 and the ruling of such committee shall be final and binding in relation thereto Such committee may, in its absolute discretion, permit exceptions to the above restrictions where it considers it to be in the best interests of the Company to do so No Team Director shall be permitted to be a member of such committee or attend any of its meetings The business of such committee shall constitute a Team Related Matter

28 MINUTE BOOK

28 1 The Directors shall cause to be entered in books kept for the purpose

- 28 1 1 the minutes of all proceedings at general meetings, class meetings, Directors' meetings and meetings of committees appointed by the Directors,
 - 28 1 2 all resolutions in Writing passed in accordance with these Articles,
 - 28 1 3 every memorandum in Writing of a Sole Member-Director Contract (as defined in Article 28 3) which is drawn up pursuant to Article 28 3,
 - 28 1 4 every record in Writing of a Sole Member's Decision (as defined in Article 28 4), and
 - 28 1 5 all such other records as are from time to time required by the Companies Law or, in the opinion of the Directors, by good practice to be minuted or retained in the books of the Company
- 28 2 Any minutes of a meeting if purporting to be Signed by the chairman of the meeting at which the proceedings were had or by the chairman of the next succeeding meeting shall be conclusive evidence of the proceedings
- 28 3 This Article 28 3 applies where the Company has only one Member and that Member is also a Director If the Company, acting otherwise than in the ordinary course of its business, enters into a contract with such Member (a "**Sole Member-Director Contract**") and that Sole Member-Director Contract is not in Writing, the terms thereof shall be
- 28 3 1 set out in a memorandum in Writing,
 - 28 3 2 recorded in the minutes of the first meeting of the Directors following the making of the contract, or
 - 28 3 3 recorded in such other manner or on such other occasion as may for the time being be permitted or required by the Companies Law
- 28 4 This Article 28 4 applies where the Company has only one Member and that Member has taken a decision which may be taken by the Company in general meeting and which has effect in law as if agreed by the Company in general meeting (a "**Sole Member's Decision**") A Sole Member's Decision may (without limitation) be taken by way of resolution in Writing but if not so taken, the sole Member shall provide the Company with a record in Writing of his decision as soon as practicable thereafter
- 29 **SECRETARY**
- 29 1 The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Directors

29 2 Anything required or authorised to be done by or to the Secretary may if the office is vacant or there is for any other reason no secretary capable of acting be done by or to any assistant or deputy secretary or if there is no assistant or deputy secretary capable of acting by or to any Person authorised generally or specifically in that behalf by the Directors

29 3 The Company shall keep or cause to be kept at the Office a register of particulars with regard to its Secretary in the manner required by the Companies Law

30 THE SEAL

30 1 The Directors may determine that the Company shall have a Seal Subject to the Companies Law, if the Company has a Seal the Directors may determine that it shall also have an official seal for use outside of the Island of Jersey and an official seal for sealing securities issued by the Company or for sealing documents creating or evidencing securities so issued

30 2 The Directors shall provide for the safe custody of all seals and no seal shall be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors

30 3 The Directors may from time to time make such regulations as they think fit determining the Persons and the number of such Persons who shall sign every instrument to which a seal is affixed and until otherwise so determined every such instrument shall be Signed by one Director and by the Secretary or by a second Director

30 4 The Company may authorise an agent appointed for the purpose to affix any seal of the Company to a document to which the Company is a party

31 AUTHENTICATION OF DOCUMENTS

31 1 Any Director or the Secretary or any Person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum of Association and these Articles), any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts

31 2 Where any books, records, documents or accounts of the Company are situated elsewhere than at the Office the local manager or other Officer or the company having the custody thereof shall be deemed to be a Person appointed by the Directors for the purposes set out in Article 31 1

32 DIVIDENDS

32 1 Subject to the provisions of the Companies Law, the Company may by Ordinary Resolution declare dividends in accordance with the respective rights of the Members but no dividend shall be declared or paid which exceeds the amount recommended by the Directors (with I Director Consent)

- 32.2 Subject to the provisions of the Companies Law, the Directors may if they think fit from time to time (with 1 Director Consent) pay to the Members such interim dividends as appear to the Directors to be justified
- 32.3 If at any time the share capital of the Company is divided into different classes the Directors may (with 1 Director Consent) pay such interim dividends in respect of those Shares which confer on the Holders thereof deferred or non-preferred rights as well as in respect of those Shares which confer on the Holders thereof preferential rights with regard to dividend
- 32.4 Subject to the provisions of the Companies Law, the Directors (with 1 Director Consent) may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that such payment is justified
- 32.5 Provided the Directors act *bona fide* they shall not incur any personal liability to the Holders of Shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any Shares having deferred or non-preferred rights
- 32.6 Subject to any particular rights or limitations as to dividend for the time being attached to any Shares as may be specified in these Articles or upon which such Shares may be issued, all dividends shall be declared apportioned and paid *pro rata* according to the amounts Paid Up on the Shares on which the dividend is paid *provided that* if any Share is issued on terms providing that it shall rank for dividend as if Paid Up (in whole or in part) or as from a particular date (either past or future) such Share shall rank for dividend accordingly
- 32.7 The Directors may before recommending any dividend set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors be applicable for any purpose to which such sums may be properly applied and pending such application may at the like discretion be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit
- 32.8 The Directors may carry forward to the account of the succeeding year or years any balance which they do not think fit either to dividend or to place to reserve
- 32.9 A general meeting declaring a dividend may upon the recommendation of the Directors (with 1 Director Consent) direct that payment of such dividend shall be satisfied wholly or in part by the distribution of specific assets and in particular of Paid-Up Shares or debentures of any other company and the Directors shall give effect to such resolution Where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient and in particular may
- 32.9.1 issue certificates representing part of a shareholding or fractions of Shares and may fix the value for distribution of such specific assets or any part thereof,
- 32.9.2 determine that cash payment shall be made to any Members on the basis of the value so fixed in order to adjust the rights of Members,

- 32 9 3 vest any specific assets in trustees upon trust for the Persons entitled to the dividend as may seem expedient to the Directors, and
- 32 9 4 generally make such arrangements for the allotment, acceptance and sale of such specific assets or certificates representing part of a shareholding or fractions of Shares or any part thereof or otherwise as they think fit
- 32 10 Any resolution declaring a dividend on the Shares of any class whether a resolution of the Company in general meeting or a resolution of the Directors or any resolution of the Directors for the payment of a fixed dividend on a date prescribed for the payment thereof may specify that the same shall be payable to the Persons registered as the Holders of Shares of the class concerned at the close of business on a particular date notwithstanding that it may be a date prior to that on which the resolution is passed (or as the case may be that prescribed for payment of a fixed dividend) and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered but without prejudice to the rights *inter se* in respect of such dividend of transferors and transferees of any Shares of the relevant class
- 32 11 The Directors may deduct from any dividend or other monies payable to any Member on or in respect of a Share all sums of money (if any) presently payable by him to the Company in relation to the Shares of the Company
- 32 12 Any dividend or other monies payable in respect of a Share may be paid by cheque or warrant sent through the post to the registered address of the Member or Person entitled thereto and in the case of joint Holders to any one of such joint Holders or to such Person and to such address as the Holder or joint Holders may in Writing direct Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent or to such other Person as the Holder or joint Holders may in Writing direct and payment of the cheque or warrant shall be a good discharge to the Company Every such cheque or warrant shall be sent at the risk of the Person entitled to the money represented thereby
- 32 13 All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed No dividend shall bear interest as against the Company
- 32 14 Any dividend which has remained unclaimed for a period of ten years from the date of declaration thereof shall if the Directors so resolve be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely

33 CAPITALISATION OF PROFITS

The Directors may with the authority of an Ordinary Resolution of the Company

- 33 1 subject as hereinafter provided, resolve that it is desirable to capitalise any undistributed profits of the Company (including profits carried and standing to any reserve or reserves) not required for paying any fixed dividends on any Shares entitled to fixed preferential dividends with or without

further participation in profits or to capitalise any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or to capitalise any sum standing to the credit of the Company's share premium account or capital redemption reserve fund,

- 33 2 appropriate the profits or sum resolved to be capitalised to the Members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends and to apply such profits or sum on their behalf either in or towards paying up any amount for the time being unpaid on any Shares held by such Members respectively or in paying up in full either at par or at such premium as the said resolution may provide any unissued Shares or debentures of the Company such Shares or debentures to be allotted and distributed credited as fully Paid Up to and amongst such Members in the proportions aforesaid or partly in one way and partly in the other *provided that* the share premium account and the capital redemption reserve fund and any unrealised profits may for the purposes of this Article only be applied in the paying up of unissued Shares to be allotted to Members credited as fully Paid Up,
- 33 3 make all appropriations and applications of the profits or sum resolved to be capitalised thereby and all allotments and issues of fully paid Shares or debentures if any and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of certificates representing part of a shareholding or fractions of Shares or by payments in cash or otherwise as they think fit in the case of Shares or debentures becoming distributable in fractions, and
- 33 4 authorise any Person to enter on behalf of all the Members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively credited as fully Paid Up of any further Shares or debentures to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such Members

34 ACCOUNTS AND AUDIT

- 34 1 The Company shall keep accounting records which are sufficient to show and explain the Company's transactions and are such as to
- 34 1 1 disclose with reasonable accuracy at any time the financial position of the Company at that time, and
- 34 1 2 enable the Directors to ensure that any accounts prepared by the Company comply with requirements of the Companies Law
- 34 2 The Directors shall prepare accounts of the Company made up to such date in each year as the Directors shall from time to time determine in accordance with and subject to the provisions of the Companies Law

34 3 No Member shall (as such) have any right to inspect any accounting records or other book or document of the Company except as conferred by the Companies Law or authorised by the Directors or by Ordinary Resolution of the Company

34 4 The Directors or the Company by Ordinary Resolution may from time to time appoint Auditors for any period or periods to examine the accounts of the Company and to report thereon in accordance with the Companies Law

35 NOTICES

35 1 In the case of joint Holders of a Share all Notices shall be given to that one of the joint Holders whose name stands first in the Register in respect of the joint holding and Notice so given shall be sufficient Notice to all the joint Holders

35 2 A Notice may be given to any Person either personally or by sending it by post to him at his registered address Where a Notice is sent by post service of the Notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the Notice and to have been effected one Clear Day after the day it was posted

35 3 Any Member Present at any meeting of the Company shall for all purposes be deemed to have received due Notice of such meeting and where requisite of the purposes for which such meeting was convened

35 4 A Notice may be given by the Company to the Persons entitled to a Share in consequence of the death, bankruptcy or incapacity of a Member by sending or delivering it in any manner authorised by these Articles for the giving of Notice to a Member addressed to them by name or by the title of representatives of the deceased or trustee of the Bankrupt or curator of the Member or by any like description at the address if any supplied for that purpose by the Persons claiming to be so entitled Until such an address has been supplied a Notice may be given in any manner in which it might have been given if the death, bankruptcy or incapacity had not occurred If more than one Person would be entitled to receive a Notice in consequence of the death, bankruptcy or incapacity of a Member Notice given to any one of such Persons shall be sufficient Notice to all such Persons

35 5 Notwithstanding any of the provisions of these Articles any Notice to be given by the Company to a Director or to a Member may be given in any manner agreed in advance by any such Director or Member

36 WINDING UP

36 1 Subject to any particular rights or limitations for the time being attached to any Shares as may be specified in these Articles or upon which such Shares may be issued if the Company is wound up, the assets available for distribution among the Members shall be applied first in repaying to the Members the amount Paid Up on their Shares respectively and if such assets shall be more than sufficient to repay to the Members the whole amount Paid Up on their Shares the balance shall be

distributed among the Members in proportion to the amount which at the time of the commencement of the winding up had been actually Paid Up on their said Shares respectively

- 36 2 If the Company is wound up, the Company may with the sanction of a Special Resolution and any other sanction required by the Companies Law divide the whole or any part of the assets of the Company among the Members in specie and the liquidator or where there is no liquidator the Directors may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members and with the like sanction vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator or the Directors (as the case may be) with the like sanction determine but no Member shall be compelled to accept any assets upon which there is a liability

37 INDEMNITY

- 37 1 In so far as the Companies Law allows, every present or former Officer of the Company shall be indemnified out of the assets of the Company against any loss or liability incurred by him by reason of being or having been such an Officer
- 37 2 The Directors may without sanction of the Company in general meeting authorise the purchase or maintenance by the Company for any Officer or former Officer of the Company of any such insurance as is permitted by the Companies Law in respect of any liability which would otherwise attach to such Officer or former Officer

38 NON-APPLICATION OF STANDARD TABLE

The regulations constituting the Standard Table prescribed pursuant to the Companies Law shall not apply to the Company and are hereby expressly excluded in their entirety

39 REPORTING

To the extent reasonably practicable, the Company, at the request of any Member, shall promptly furnish to the Member making the request any information which is necessary for that Member to file returns, reports or elections for or in respect of taxation or any other statutory purposes



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC034927

UK Establishment No. BR020021

The Registrar of Companies hereby certifies that

FORMULA ONE TOPCO LIMITED

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **5th January 2018**.



Companies House



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