20069820

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

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 fo**
You cannot use this form t
the details of an existing c
officer or establishment.

MONDAY

A9WWRECP
A04 25/01/2021 #30
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name❶

BELLIS ACQUISITION COMPANY 3 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**.

→ ***Filling in this form***
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ 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) ❷

❷ 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 restrictions❸

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.

❸ **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

OS IN01

Registration of an overseas company opening a UK establishment

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.

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.

UK establishment registration number: B R

B2 Credit or financial institution

Is the company a credit or financial institution?❷

☐ **Yes**

☑ **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 form❸: PRIVATE LIMITED COMPANY

Country of incorporation *: JERSEY

Identity of register in which it is registered❹: JERSEY FINANCIAL SERVICES COMMISSION COMPANIES REGISTRY

Registration number in that register: 132411

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 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law❺: COMPANIES (JERSEY) LAW 1991 (AS AMENDED)

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ **Yes** Complete the details below.

→ **No** Go to **Part 3**.

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:

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

OS IN01

Registration of an overseas company opening a UK establishment

B5 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).

OS IN01

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. ❶

☐ I enclose a certified translation, if applicable. ❷

❶ 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.

❷ 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 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 C3**.

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

C3 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation.❸

Building name/number	13-14
Street	ESPLANADE
	PO BOX 536
Post town	ST HELIER
County/Region	
Postcode	J E 4 5 U R
Country	JERSEY

Please give the objects of the company and the amount of issued share capital.

Objects of the company❹	UNRESTRICTED
Amount of issued share capital❺	1 ORDINARY SHARE OF £1.00

❸ This address will appear on the public record.

❹ Please give a brief description of the company's business.

❺ Please specify the amount of shares issued and the value.

OS IN01

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 ❶

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) ❷	

❶ Corporate details
Please use Sections E1-E5 to enter corporate secretary details.

❷ 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 ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ 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 ❹
- ☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone
- ☐ Jointly ❺

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

❹ 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.

❺ 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

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E3. Please use a continuation page if necessary.

Name of corporate body or firm	AGS CORPORATE SECRETARY (JERSEY) LIMITED
Building name/number	13-14
Street	ESPLANADE
	PO BOX 536
Post town	ST HELIER
County/Region	
Postcode	J E 4 5 U R
Country	JERSEY

❶ **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) or DX number.

E2 Legal details

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.

Legal form of the corporate body or firm	PRIVATE LIMITED COMPANY
Governing law	COMPANIES (JERSEY) LAW 1991 (AS AMENDED)
If applicable, where the company/firm is registered ❷	JERSEY FINANCIAL SERVICES COMMISSION COMPANIES REGISTRY
If applicable, the registration number	127914

❷ 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

E3 Corporate secretary's authority

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

Extent of authority

- ☐ Limited ❶
- ☑ Unlimited

Description of limited authority, if applicable

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

- ☑ Alone
- ☐ Jointly ❷

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

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.

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.

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G3.** Please use a continuation page if necessary.

Full forename(s)	MANJIT
Surname	DALE
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 6 y 1 y 9 y 6 y 5
Business occupation (if any) ❺	INVESTMENT PROFESSIONAL

❶ Corporate details
Please use Sections G1-G3 to enter corporate director details.

❷ 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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	BENTINCK STREET
Post town	LONDON
County/Region	
Postcode	W 1 U 2 E U
Country	UNITED KINGDOM

❻ 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

- ☐ Limited ❼
- ☑ Unlimited

Description of limited authority, if applicable

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

- ☑ Alone
- ☐ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G3.** Please use a continuation page if necessary.

Full forename(s)	MOHSIN
Surname	ISSA
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 7 y 1 y 9 y 7 y 1
Business occupation (if any) ❺	BUSINESS OWNER

❶ **Corporate details**
Please use Sections G1-G3 to enter corporate director details.

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	WATERSIDE HEAD OFFICE
Street	HASLINGDEN ROAD
	GUIDE
Post town	BLACKBURN
County/Region	LANCASHIRE
Postcode	B B 1 2 F A
Country	UNITED KINGDOM

❻ **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

- ☐ Limited ❼
- ☑ Unlimited

Description of limited authority, if applicable

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

- ☑ Alone
- ☐ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G3.** Please use a continuation page if necessary.

Full forename(s)	ZUBER VALI
Surname	ISSA
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 6 y 1 y 9 y 7 y 2
Business occupation (if any) ❺	BUSINESSMAN

❶ **Corporate details**
Please use Sections G1-G3 to enter corporate director details.

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	WATERSIDE HEAD OFFICE
Street	HASLINGDEN ROAD
	GUIDE
Post town	BLACKBURN
County/Region	LANCASHIRE
Postcode	B B 1 2 F A
Country	UNITED KINGDOM

❻ **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

☐ Limited ❼
☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone
☐ Jointly ❽

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

❼ 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.

❽ 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.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G3.** Please use a continuation page if necessary.

Full forename(s)	GARY
Surname	LINDSAY
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 9 y 1 y 9 y 7 y 9
Business occupation (if any) ❺	INVESTMENT PROFESSIONAL

❶ **Corporate details**
Please use Sections G1-G3 to enter corporate director details.

❷ **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.

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

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

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

F2 Director's service address ❻

Building name/number	20
Street	BENTINCK STREET
Post town	LONDON
County/Region	
Postcode	W 1 U 2 E U
Country	UNITED KINGDOM

❻ **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

☐ Limited ❼
☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone
☐ Jointly ❽

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

❼ 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.

❽ 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

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company.
Please complete G1-G3. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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) or DX number.

G2 Legal details

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.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❷	
If applicable, the registration number	

❷ 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

G3 Corporate director's authority

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

Extent of authority

☐ Limited ❶
☐ Unlimited

Description of limited authority, if applicable

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

☐ Alone
☐ Jointly ❷

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

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.

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.*

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 reports

This 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. ❶

☑ 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**.

UK establishment registration number: B R

❶ Please tick the appropriate box.

H4 Particulars of UK establishment ❶

You **must** enter the name and address of the UK establishment.

Name of establishment	BELLIS ACQUISITION COMPANY 3 LIMITED
Building name/number	WATERSIDE HEAD OFFICE
Street	HASLINGDEN ROAD, GUIDE
Post town	BLACKBURN
County/Region	LANCASHIRE
Postcode	BB1 2FA
Country	UNITED KINGDOM

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

Date establishment opened	d3 d0 m0 m9 y2 y0 y2 y0
Business carried on at the UK establishment	HOLDING ENTITY FOR UK RETAIL BUSINESS

❶ **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)	GARY
Surname	LINDSAY

J2 Permanent representative's service address ❶

Building name/number	20
Street	BENTINCK STREET
Post town	LONDON
County/Region	
Postcode	W 1 U 2 E U
Country	UNITED KINGDOM

❶ **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 ❷
- ☑ Unlimited

Description of limited authority, if applicable

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

- ☑ Alone
- ☐ Jointly ❸

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

❷ 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.

❸ 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 ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **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.

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Registration of an overseas company opening a UK establishment

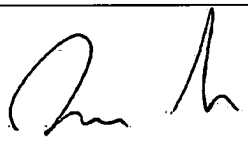
Part 8 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X  X

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

Company name SKADDEN, ARPS, SLATE

MEAGHER & FLOM (UK) LLP

Address 40 BANK STREET

CANARY WHARF

Post town LONDON

County/Region

Postcode E 1 4 5 D S

Country

DX

Telephone 0207 519 7000

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 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.

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

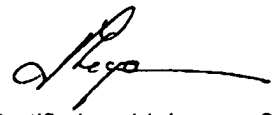
Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

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

I certify this memorandum and articles of incorporation as being a true and correct copy of the original



Certified on 14 January 2021 by
Allie Logan
Senior Manger
AGS Corporate Secretary (Jersey) Limited
Secretary

COMPANIES (JERSEY) LAW 1991

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BELLIS ACQUISITION COMPANY 3 LIMITED

PAR VALUE COMPANY (LIMITED LIABILITY)

1. The name of the company is Bellis Acquisition Company 3 Limited.

2. The company shall have all the powers of a natural person and its capacity shall be unlimited.

3. The company is a private company.

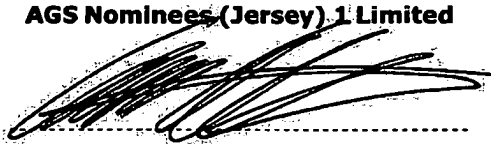
4. The company is a par value company.

5. The nominal value of the share capital of the company is 10,000 pounds sterling divided into 10,000 shares of one pound each.

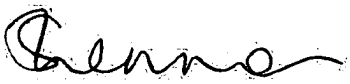
6. The liability of each member of the company arising from his shareholding is limited to the amount (if any) unpaid on it.

We, the subscribers to the memorandum of association, wish to form a company pursuant to this memorandum of association and we respectively agree to take the number of shares in the capital of the company as set opposite our respective names. Dated this 29 day of September 2020.

Names of Subscribers	**Address**	**Shares**
AGS Nominees (Jersey) 1 Limited	PO Box 536 13-14 Esplanade St. Helier, Jersey	1



Authorised signatory
Name of authorised signatory: Gavin Carruthers



Authorised signatory
Name of authorised signatory: Sylvia Lennon

Witness to the signatures of the above-named subscribers

PO Box 536
13-14 Esplanade
St. Helier, Jersey



Signed
Name of witness: Stephanie Goncalves

APPLEBY

Dated 29 September 2020

Bellis Acquisition Company 3 Limited

PAR VALUE COMPANY (LIMITED LIABILITY)

ARTICLES OF ASSOCIATION

Jersey office
PO Box 536
13-14 Esplanade
St Helier, Jersey
JE4 5UR

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ARTICLES OF ASSOCIATION

OF

BELLIS ACQUISITION COMPANY 3 LIMITED

PAR VALUE COMPANY (LIMITED LIABILITY)

1. INTERPRETATION

1.1 In these articles:

articles: the articles of association of the company;

clear days: in relation to the period of a notice shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

company: the company incorporated under the Law in respect of which these articles have been registered;

director: any director of the company appointed in accordance with these articles;

dividend: every description of dividend or distribution of the company's assets made in accordance with the Law to its members as members, whether in cash or otherwise.

executed: includes any mode of execution;

holder: in relation to shares means the member whose name is entered in the register of members of the company as the holder of the shares;

Law: the Companies (Jersey) Law 1991, as amended, including any statutory modification or re-enactment thereof for the time being in force.

office: the registered office of the company;

ordinary resolution: a resolution of the company in general meeting adopted by a simple majority of the votes cast at that meeting or in writing in accordance with the articles;

seal: the common or official seal of the company;

secretary: the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

secured share: means any share over which a security interest under the Security Interest (Jersey) Law 1983 or Security Interest (Jersey) Law 2012 has been granted.

security agreement: any agreement pursuant to which results in a share becoming a secured share.

security interest: a security interest under the Security Interest (Jersey) Law 1983 or Security Interest (Jersey) Law 2012.

share: a share in the capital of the company; and

special resolution: a resolution that is described as such in its terms passed by a majority of not less than two thirds of such members as, being entitled to do so, vote in person or by proxy, at a duly convened general meeting of the Company or in writing in accordance with the articles.

1.2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Law but excluding any statutory modification thereof not in force when these articles become binding on the company. The standard table prescribed pursuant to the Law shall not apply to the company and is expressly excluded in its entirety.

2. SHARE CAPITAL

2.1 Subject to the provisions of the Law:

(a) without prejudice to any rights attached to any issued shares, any share may be issued with such rights or restrictions as the company may by special resolution determine and the company may issue fractions of shares and any such share shall rank *pari passu* in all respects with the other shares of the same class issued by the company;

(b) the company may:

(i) issue, or

(ii) 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 the shareholder, on such terms and in such manner as may be determined by special resolution; and

(c) unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons and on such terms as the directors think fit.

2.2 The company may exercise the powers of paying commissions conferred by the Law. Subject to the provisions of the Law, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

2.3 Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

3. RIGHTS ATTACHING TO CLASSES OF SHARES

3.1 Where the capital of the company is divided into different classes of shares, the special rights attached to any class may (unless otherwise provided by terms of issue of the shares of that class) be varied with the consent in writing of the holders of a majority in nominal value of the issued shares of that class or with the sanction of an ordinary resolution passed at a separate meeting of the holders of the issued shares of that class.

3.2 The provisions of these articles relating to general meetings or to the proceedings at such general meetings, shall apply, *mutatis mutandis*, to each separate meeting held pursuant to article 3.1 above, save that the quorum shall be persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class but provided that if at any adjourned meeting of such holders a quorum as above is not present those holders who are present shall be a quorum.

3.3 The special rights conferred upon holders of any shares or class of shares issued with preferred, deferred or other special rights shall (unless otherwise expressly provided by the terms of issue of such shares) be deemed not to be varied by the creation or issue of further shares or further classes of shares ranking *pari passu* with or behind such shares.

4. SHARE CERTIFICATES

4.1 Every holder, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal, or signed either by two directors or by one director and the secretary. Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

4.2 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

5. LIEN

5.1 The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien on a share shall extend to any amount payable in respect of it.

5.2 The company may sell, in such manner as the directors determine, any shares on which the company has a lien, if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

5.3 To give effect to a sale of the shares pursuant to article 5.2, the directors may authorise some person to execute an instrument of transfer of the shares. The title of the transferee to the shares shall not be affected by an irregularity in or invalidity of the proceedings in reference to the sale.

5.4 The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

5.5 Notwithstanding anything to the contrary contained in these articles:

(a) the Company shall not have a lien on any secured share for any monies (whether presently payable or not) payable by a member or a member's estate (whether in respect of that secured share or otherwise) either alone or jointly with any other person;

(b) the directors must not refuse to declare, and if called upon to do so by any member or the Secured Party (as defined in article 7.7) must actively declare, any secured share to be wholly exempt from any lien provided for in article 5.1 or otherwise; and

(c) the provisions of articles 5.1 to 5.4 shall not apply to any secured share.

6. CALLS ON SHARES AND FORFEITURE

6.1 Subject to the terms of allotment, the directors may make calls upon the holders in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each holder shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

6.2 A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

6.3 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

6.4 If a call remains unpaid after it has become due and payable, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share, or in the notice of the call, or at such rate not exceeding ten per cent per annum as the directors may determine, but the directors may waive payment of the interest wholly or in part.

6.5 An amount payable in respect of a share on allotment or at any fixed date (whether in respect of nominal value or premium) or as an instalment of a call, shall be deemed to be a call and, if it is not paid, the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call. The company may accept from a holder the whole or a part of the amount remaining unpaid on shares held by him, although no part of that amount has been called up.

6.6 Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

6.7 If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

6.8 If the notice referred to in article 6.7 is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

6.9 Subject to the provisions of the Law, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine, either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise some person to execute an instrument of transfer of the share to that person.

6.10 A person, any of whose shares have been forfeited, shall cease to be a holder in respect of them and shall deliver to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture, or at such rate not exceeding ten per cent per annum as the directors may determine, from the date of forfeiture until payment, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

6.11 A declaration under oath by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

6.12 Notwithstanding anything to the contrary contained in these articles, no call may be made in respect of any monies unpaid on any secured share, no secured share may be forfeited, and the provisions of articles 6.1 to 6.11 shall not apply to any secured share.

7. TRANSFER OF SHARES

7.1 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the shares are fully paid, by or on behalf of the transferee.

7.2 Subject to article 7.7 below, the directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless the instrument of transfer:

(a) is lodged at the office or at such other place as the directors may appoint and is 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;

(b) is in respect of only one class of shares; and

(c) is in favour of not more than four transferees.

7.3 If 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 transferor and the transferee notice of the refusal.

7.4 The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding 30 clear days in any year) as the directors may determine.

7.5 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

7.6 The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

7.7 Notwithstanding anything to the contrary contained in these articles, in the case of the transfer of any secured shares over which a security interest has been granted pursuant to a security agreement:

(a) the directors shall promptly register (and may not decline to register) the transfer of such secured shares on receiving a signed and completed instrument of transfer (in a form permitted by these articles) in respect of such secured shares if the transferee is a person:

(i) entitled to the benefit of the security interest pursuant to the Security Agreement or any person acting as agent, trustee or nominee for that person (**Secured Party**); or

(ii) to whom any of such secured shares are to be transferred by:

(A) the grantor of the security interest or any person acting as agent, trustee or nominee of the grantor; or

(B) the Secured Party, as a result of the creation, perfection or enforcement of the security interest or the exercise by the Secured Party of any of its rights under the Security Agreement;

(iii) no fee shall be payable in respect of the registration of any transfer of any secured shares pursuant to, or in connection with, the security agreement; and

(iv) the directors may not suspend the registration of transfers of any secured shares.

(b) A certificate from an authorised signatory of the Secured Party that:

(i) a transfer of any secured shares relates to the creation or perfection of the security interest, the enforcement of the security interest or the exercise by the Secured Party of any of its rights under the Security Agreement; or

(ii) any of the secured shares remains subject to the security interest,

shall (in the absence of fraud) be conclusive evidence of that fact.

(c) Notwithstanding anything else contained in this Article 7.7 the directors shall retain full discretion and not be compelled to register the transfer of any secured shares in the company's register of members that would or might reasonably result in the company being in breach of international or other relevant sanctions or applicable laws, cause the company to suffer reputational damage or require a disproportionate amount of due diligence in order to satisfy the company of the suitability of the secured party to be registered as a member (the assessment of potential reputational damage or determination of proportionality being at the absolute discretion of the directors).

8. TRANSMISSION OF SHARES

8.1 If a holder dies, the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any share which had been jointly held by him.

8.2 A person becoming entitled to a share in consequence of the death, incapacity or bankruptcy of a holder or otherwise by operation of law may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder, he shall give notice to the company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the holder and the death, incapacity or bankruptcy of the holder had not occurred.

8.3 A person becoming entitled to a share in consequence of the death, incapacity or bankruptcy of a holder or otherwise by operation of law shall have the rights 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 be entitled to be sent any notice given pursuant to these articles (unless specifically provided for) or attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

9. CONSOLIDATION OF SHARES

Whenever as a result of a consolidation of shares any holders would become entitled to fractions of a share, the directors may, on behalf of those holders, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Law, the company) and distribute the net proceeds of sale in due proportion among those holders, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

10. GENERAL MEETINGS

10.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

10.2 The directors may call general meetings and, on the requisition of holders pursuant to the provisions of the Law, shall forthwith proceed to call a general meeting for a date not later than two months after the receipt of the requisition. If there are not sufficient directors to call a general meeting, any director or any holder may call such a meeting.

10.3 There is no requirement to hold an annual general meeting.

11. NOTICE OF GENERAL MEETINGS

11.1 All general meetings, unless otherwise required by the Law, shall be called by at least 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the holders entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the holders having a right to attend and vote at the meeting, being a majority together holding not less than 90% of the total voting rights of the holders who have that right.

11.2 The notice shall specify the day, time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

11.3 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the holders, to all persons entitled to a share in consequence of the death, incapacity or bankruptcy of a holder and to the directors and auditors, if any.

11.4 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 the meeting.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 No business shall be transacted at any meeting unless a quorum is present. The quorum shall be:

(a) if all the issued shares are held by the same holder, one person being such holder present in person or by proxy; and

(b) otherwise, two persons entitled to vote upon the business to be transacted, each being a holder present in person or by proxy.

12.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 such day, time and place as the directors may determine. If at such adjourned meeting a quorum is not present within five minutes from the time appointed for the holding of the meeting, those holders present in person or by proxy shall be a quorum.

12.3 The chairman, if any, of the board of directors, or in his absence some other director nominated by the directors, shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of

their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

12.4 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, those holders present and entitled to be counted in a quorum shall choose one of their number to be chairman.

12.5 A person may participate in a meeting through the medium of conference telephone, video or any other form of communications equipment providing all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting.

12.6 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares.

12.7 The chairman may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 clear days or more, at least seven clear days' notice shall be given specifying the day, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Law, a poll may be demanded:

(a) by the chairman; or

(b) by at least two holders having the right to vote on the resolution; or

(c) by a holder or holders representing not less than one-tenth of the total voting rights of all the holders having the right to vote on the resolution; or

(d) by a holder or holders holding shares conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right,

(e) and a demand by a person as proxy for a holder shall be the same as a demand by the holder.

12.9 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

12.11 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be holders) and fix a day, time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

12.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such day, time and place as the chairman directs not being more than 30 clear days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn before the poll is taken, the meeting shall continue as if the demand had not been made.

12.13 No notice need be given of a poll not taken forthwith if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the day, time and place at which the poll is to be taken.

13. VOTES OF HOLDERS

13.1 Subject to any rights or restrictions attached to any shares, on a show of hands every holder who is present in person shall have one vote and on a poll every holder present in person or by proxy shall have one vote for every share of which he is the holder.

13.2 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.

13.3 A holder in respect of whom an order has been made by any court having jurisdiction (whether in Jersey or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator or other person authorised in that behalf appointed by that court, and any such receiver, curator or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place within Jersey as is specified in accordance with the articles for the deposit of instruments of proxy before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

13.4 No holder shall vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

13.5 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

13.6 On a poll votes may be given either personally or by proxy. A holder may appoint more than one proxy to attend on the same occasion.

13.7 An instrument appointing a proxy shall be in writing in the usual form, or as approved by the directors, and shall be executed by or on behalf of the appointor.

13.8 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of that power of attorney or other authority certified as a true copy to the satisfaction of the secretary, shall be deposited at the office or such other place as is specified in the notice convening the meeting or any instrument of proxy sent out by the company within such time (not exceeding 48 hours) before the time for holding the meeting, or adjourned meeting, or for the taking of a poll at which the persons named in the instrument propose to vote as the directors may from time to time determine, and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

13.9 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited (at least 48 hours) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded, or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

14. CORPORATIONS ACTING BY REPRESENTATIVES

14.1 Any corporation which is a holder may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting or at any meeting of a class of holders, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were a natural person who is a holder. A corporation present at any meeting by such representative shall be deemed for the purposes of these articles to be present in person.

14.2 Where a person is authorised to represent a body corporate at a general meeting of the company, the directors or the chairman of the meeting may require him to produce a certified copy of the resolution from which he derives his authority.

15. RESOLUTIONS IN WRITING

Anything that may be done in accordance with the provisions of the Law by a resolution in writing signed by or on behalf of each holder is authorised by these articles without

restriction. The directors may determine the manner in which resolutions shall be put to the holders pursuant to the terms of this article and, without prejudice to the discretion of the directors, provision may be made in the form of a resolution in writing for each holder to indicate how many of the votes which he would have been entitled to cast at a meeting to consider the resolution he wishes to cast in favour of or against such resolution, or to be treated as abstentions, and the result of any such resolution in writing need not be unanimous and shall be determined upon the same basis as on a poll.

16. **NUMBER OF DIRECTORS**

The company may by ordinary resolution determine the maximum and minimum number of directors and unless and until it is so determined (or save where the Law otherwise provides), the minimum number of directors shall be two and the number of directors shall not be subject to any maximum.

17. **ALTERNATE DIRECTORS**

17.1 Any director (other than an alternate director) may appoint any other director, or any other person, to be an alternate director and may remove from office an alternate director so appointed by him.

17.2 An alternate director shall be entitled to attend, count in the quorum of and vote at any meeting of the directors and at all meetings of committees of directors of which his appointor is a member at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence, but shall not be entitled to receive any remuneration from the company for his services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director.

17.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director is reappointed, any appointment of an alternate director made by him which is in force immediately prior to his reappointment shall continue after his reappointment.

17.4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

17.5 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

18. **POWERS OF DIRECTORS**

18.1 Subject to the provisions of the Law, the memorandum and the articles and any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors

by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

18.2 The directors may, by power of attorney 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.

18.3 A director who has been appointed to act as a sole director may exercise all the powers of the company.

19. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to any committee consisting of at least one or more directors and (if thought fit) one or more other persons, but a majority of the members of such a committee shall be directors. No resolution of the committee shall be effective unless a majority of those present when it is passed are directors. The directors may also delegate to any managing director or any director (whether holding any other executive office or not) such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

20. APPOINTMENT OF DIRECTORS

20.1 The first directors of the company shall be appointed in writing by the subscribers of the memorandum or a majority of them.

20.2 The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

20.3 The directors may (without sanction of the company in general meeting) appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director.

21. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

(a) he ceases to be a director by virtue of any provision of the Law or he becomes prohibited by law from or disqualified from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he resigns his office by giving written notice to the company at the office (which resignation shall be effective from such date as may be specified in such notice or if no date is specified upon delivery to the office); or

(d) the company so resolves by ordinary resolution.

22. REMUNERATION OF DIRECTORS

The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

23. DIRECTORS' EXPENSES

The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

24. DIRECTORS' APPOINTMENTS AND INTERESTS

24.1 Subject to the provisions of the Law, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.

24.2 Subject to the provisions of the Law, and provided that he has disclosed to the directors the nature and extent of any material interests of his, a director notwithstanding his office:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

(b) may be a director or other officer 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; and

(c) 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.

24.3 For the purposes of directors' proceedings further detailed in article 26 below and save as otherwise provided by these articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless he has disclosed the nature and extent of his interests in

accordance with the Law, in which case he shall be entitled to vote and be counted in the quorum in respect of any such resolution.

24.4 For the purposes of these articles:

(a) a general notice given by or on behalf of a director to the directors (or the holders where appropriate) that such director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

(b) disclosure of a sole director's interest in any transaction or arrangement shall be made by written notice given by or on behalf of that director to the secretary prior to any decision being made as to whether or not the company should enter into the relevant transaction or arrangement; and

(c) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

25. DIRECTORS' GRATUITIES AND PENSIONS

The directors may resolve that the company shall provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or who was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

26. PROCEEDINGS OF DIRECTORS

26.1 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at such a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman (if a chairman has been appointed in accordance with article 26.5) shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

26.2 Where the company has more than one director, the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If the company has a sole director, the transaction of the business by the sole director shall be by way or resolution in writing signed by the sole director.

26.3 Any director enabled to participate in the proceedings of a meeting of the directors by means of a telecommunication device (including a telephone) which allows all of the other directors present at such meeting to hear at all times such director and such director to hear at all times all other directors present at such meeting (in each case whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when calculating a quorum. Where all of the directors who participate in a meeting participate in the proceedings of a meeting by means of a telecommunications device (including a telephone), the chairman may at his discretion determine the geographic location at which the meeting is deemed to have taken place.

26.4 Save where the company has a sole director, the directors may act notwithstanding any vacancies in their number but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting to appoint directors.

26.5 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If there is no director holding that office, of if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

26.6 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director or alternate director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or alternate director or that any of them were disqualified for holding office, 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 alternate director and had been entitled to vote.

26.7 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the 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.

26.8 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

26.9 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to

the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

27. **SECRETARY**

Subject to the provisions of the Law, 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 them.

28. **MINUTES**

The directors shall cause minutes to be made in books kept for the purpose in accordance with the Law.

29. **THE SEAL**

The directors may at any time resolve that the company shall have or shall cease to have a common seal. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors or by a director and the secretary or two persons duly authorised by the board of directors (or so authorised by a committee of directors authorised by the directors) under power of attorney or otherwise. Subject to the provisions of the Law, the directors may resolve to have or cease to have:

(a) an official seal for use in any country territory or place outside of Jersey, which shall be a copy of the common seal of the company. Any such official seal shall in addition bear either the name of the country, territory or place in which it is to be used or the words "branch seal"; and

(b) an official seal for use only in connection with the sealing of securities issued by the company and such official seal shall be a copy of the common seal of the company but shall in addition bear the word "securities".

30. **DISTRIBUTIONS (INCLUDING DIVIDENDS)**

30.1 Subject to the provisions of the Law, the company may by ordinary resolution declare distributions (including dividends) either in cash or in specie in accordance with the respective rights of the holders, but no distribution shall exceed the amount recommended by the directors.

30.2 Subject to the provisions of the Law, the directors may pay distributions (including dividends) either in cash or in specie by way of interim distribution or dividends if it appears to them that they are justified by the financial resources of the company available for distribution under the Law. If the share capital is divided into different classes, the directors may pay interim distribution or dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to distribution or dividend, but no interim distribution or dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential

distribution or dividend is in arrears. The directors may also pay at intervals settled by them any distribution or dividend payable at a fixed rate, if it appears to them that the financial resources available for distribution under the Law justify payment. Provided the directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim distribution or dividend on any shares having deferred or non-preferred rights.

30.3 Except as otherwise provided by the rights attached to shares, all distributions or dividends shall be declared and paid according to the amounts paid up on shares on which the distribution or dividend is paid. All distributions or dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the distribution or dividend is paid but, if any share is issued on terms providing that it shall rank for dividends as from a particular date, that share shall rank for distribution or dividends accordingly.

30.4 A general meeting declaring a distribution (including a dividend) may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets, and may determine that cash shall be paid to any holder upon the footing of the value so fixed in order to adjust the rights of holders, and may vest any assets in trustees.

30.5 Any distribution, dividend or other moneys payable in respect of a share may be paid by cheque or by warrant sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque or warrant shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque or warrant shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any distribution, dividend or other moneys payable in respect of the share.

30.6 No distribution, dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

30.7 Any right of a holder to a distribution or dividend which has remained unclaimed for ten years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

31. ACCOUNTS AND AUDIT

31.1 No holder shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by law or authorised by the directors or by ordinary resolution of the company.

31.2 The company in general meeting may appoint auditors to examine the accounts and report thereon in accordance with the Law.

32. CAPITALISATION OF PROFITS

The directors may with the authority of an ordinary resolution of the company:

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend or any sum standing to the credit of the company's share premium or capital redemption reserve;

(b) appropriate the sum resolved to be capitalised to the holders in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were distributable and were distributed by way of dividend, and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up and allotting unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as partly or fully paid to those holders, or as they may direct, in those proportions, or partly in one way and partly in the other, but the capital redemption reserve may for the purposes of this article only be applied in paying up unissued shares to be allotted to holders credited as fully paid up; and

(c) authorise any person to enter on behalf of all the holders concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such holders.

33. NOTICES

33.1 Any notice to be given to or by any person pursuant to the articles shall be in writing and may be given by email or any other electronic method except that a notice calling a meeting of the directors need not be in writing.

33.2 A holder shall be entitled to receive any notice to be given to him pursuant to the articles notwithstanding that his registered address is not within the British Islands (the British Islands, for the avoidance of doubt, comprise the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man). The company may give notice to a holder either personally or by sending it by post in a prepaid envelope addressed to the holder at his registered address or by leaving it at that address or by emailing the notice to the holder's electronic address last notified to the company by the holder. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

33.3 A holder present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

33.4 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from which he derives his title.

33.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. Electronic communication of a notice (properly addressed and dispatched to the holder's electronic address last notified by the holder to the company in writing) is given or deemed to have been given at the time the electronic notice leaves the information system of the company or the information system any other person sending the notice on the company's behalf (as the case may be).

33.6 A notice may be given by the company to the persons entitled to a share in consequence of the death, incapacity or bankruptcy of a holder by sending or delivering it, in any manner authorised by the articles for the giving of notice to a holder, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or curator of the holder or by any like description at the address 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, incapacity or bankruptcy had not occurred. If more than one person would be entitled to receive a notice in consequence of the death, incapacity or bankruptcy of a holder, notice given to any one of such persons shall be sufficient notice to all such persons.

34. WINDING-UP

If the company is wound up, the company may, with the sanction of a special resolution and any other sanction required by the Law, divide the whole or any part of the assets of the company among the holders 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 holders or different classes of holders, and with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the holders as he with the like sanction determines, but no holder shall be compelled to accept any assets upon which there is a liability.

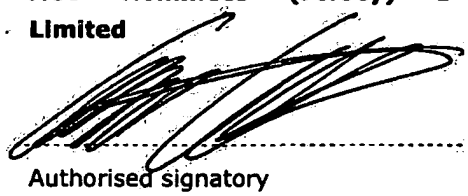
35. INDEMNITY

In so far as the Law allows, every present or former officer of the company (including without limitation any alternate director, secretary or director 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. The directors, may without sanction of the company in general meeting authorize the purchase or maintenance by the company for any officer or former officer of the company (including without limitation any alternate director, secretary or director of the company) and any agent or employee of the company of any

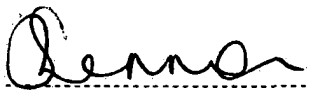
insurance as is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer of the company (including without limitation any alternate director, secretary or director of the company) and any agent or employee of the company.

We, the subscribers to the memorandum of association wish to form a company pursuant to these articles of association. Dated this 29 day of September 2020.

Names of Subscribers	Address	Shares
AGS Nominees (Jersey) 1 Limited	PO Box 536 13-14 Esplanade St. Helier, Jersey	1



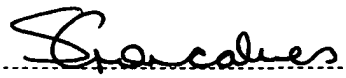
Authorised signatory
Name of authorised signatory: Gavin Carruthers



Authorised signatory
Name of authorised signatory: Sylvia Lennon

Witness to the signatures of the above-named subscribers

PO Box 536
13-14 Esplanade
St. Helier, Jersey



Signed
Name of witness: Stephanie Goncalves

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC037978**

UK Establishment No. BR023069

The Registrar of Companies, hereby certifies that

BELLIS ACQUISITION COMPANY 3 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 **28th January 2021**

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES