FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No NI604237

The Registrar of Companies for Northern Ireland hereby certifies that

CORICK (2010) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in Northern Ireland

Given at Companies House on **26th August 2010**

NNI604237E

Companies House
— for the record —

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

JORDANS

COMPANIES HOUSE
FEE PAID £5
BELFAST

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

THURSDAY

JXT2AMV2
JNI 26/08/2010 3
COMPANIES HOUSE

✓ **What this form is for**
You may use this form to register a private or public company

✗ **What this form is NOT for**
You cannot use this form to r[illegible] a limited liability partnership this please use form LL IN01

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by

A1 Company details

Please show the proposed company name below

Proposed company name in full ❶: CORICK (2010) LIMITED

For official use

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website. There are various rules that may affect your choice of name More information is available at www companieshouse.gov uk

A2 Company name restrictions ❷

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

❷ **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 companieshouse.gov uk

A3 Exemption from name ending with Limited or Cyfyngedig ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with Limited Cyfyngedig or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with Limited Cyfyngedig or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this.
For more details, please go to our website
www companieshouse gov uk

A4 Company type❹

Please tick the box that describes the proposed company type and members liability (only one box must be ticked)

☐ Public limited by shares
☑ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company s type, please go to our website
www companieshouse gov uk

A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [ ] England and Wales
- [ ] Wales
- [ ] Scotland
- [x] Northern Ireland

❶ **Registered office**
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies the address must be in England or Wales

For Welsh Scottish or Northern Ireland companies, the address must be in Wales Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	T D GIBSON & CO 107
Street	CHURCH STREET
Post town	PORTADOWN
County/Region	COUNTY ARMAGH
Postcode	B T 6 2 3 D D

❷ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only

Option 1
I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 2
I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3
- [x] I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles ❹

Please tick the box below if the company s articles are restricted

- [ ]

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment For more details please go to our website www companieshouse gov uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional however if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors one of which must be an individual

For a secretary who is an individual go to Section B1 For a corporate secretary go to Section C1 For a director who is an individual go to Section D1 For a corporate director go to Section E1

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary complete Sections C1 C5

Title	Mr
Full forename(s)	Gerard
Surname	McGivern
Former name(s) ❷	

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1 C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary please use the Secretary appointments continuation page

❷ **Former name(s)**
Please provide any previous names which have been used for business *purposes in the last 20 years*
Married women do not need to give former names unless previously used for business purposes

B2 Secretary s service address ❸

Building name/number	31 A
Street	Shanrod Road Ballela
Post town	Katesbridge
County/Region	County Down
Postcode	B T 3 2 5 P G
Country	Northern Ireland

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

Please state The Company s *Registered Office if your service* address will be recorded in the proposed company s register of secretaries as the company s registered office

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

B3 Signature ❹

I consent to act as secretary of the proposed company named in **Section A1**

Signature
Signature
X [signature] X

❹ **Signature**
The person named above consents to act as secretary of the proposed company

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Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

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

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary please use the Corporate secretary appointments continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address) DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**
→ No Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable where the company/firm is registered ❹	
Registration number	

❹ **Non EEA**
Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate secretary of the proposed company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director complete Sections E1 E5

Title	
Full forename(s)	ALFRED WILLIAM
Surname	BULLER
Former name(s) ❷	
Country/State of residence ❸	NORTHERN IRELAND
Nationality	BRITISH
Date of birth	d1 d0 m0 m8 y1 y9 y5 y7
Business occupation (if any) ❹	DIRECTOR

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

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

Additional appointments
If you wish to appoint more than one director please use the Director appointments continuation page

D2 Director s service address ❺

Please complete the service address below You must also fill in the director s usual residential address in **Section D4**

Building name/number	SCARVAGH HOUSE
Street	
Post town	SCARVA
County/Region	COUNTY DOWN
Postcode	B T 6 3 6 N L
Country	NORTHERN IRELAND

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

Please state The Company s Registered Office if your service address will be recorded in the proposed company s register of directors as the company s registered office

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

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature
Signature
X X

❻ Signature
The person named above consents to act as director of the proposed company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director complete Sections E1 E5

Title	
Full forename(s)	GERARD
Surname	McGIVERN
Former name(s) ❷	
Country/State of residence ❸	NORTHERN IRELAND
Nationality	IRISH
Date of birth	1 3 0 6 1 9 7 4
Business occupation (if any) ❹	DIRECTOR

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section D4

❹ Business occupation
If you have a business occupation please enter here If you do not please leave blank

Additional appointments
If you wish to appoint more than one director please use the Director appointments continuation page

D2 Director s service address ❺

Please complete the service address below You must also fill in the director s usual residential address in **Section D4**

Building name/number	31 A
Street	SHANROD ROAD
	BALLELA
Post town	KATESBRIDGE
County/Region	COUNTY DOWN
Postcode	B T 3 2 5 P G
Country	NORTHERN IRELAND

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

Please state The Company s Registered Office if your service address will be recorded in the proposed company s register of directors as the company s registered office

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

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

Sg atu
X [signature] X

❻ Signature
The person named above consents to act as director of the proposed company

(C-SK-HD)

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

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

❶ **Additional appointments**
If you wish to appoint more than one corporate director please use the Corporate director appointments continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address) DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance
www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable please also give details of the register in which it is entered (including the state) and its registration number in that register

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

❹ **Non EEA**
Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

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Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 4 (Statement of guarantee)**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A	1 00		5000	£ 5000
B	1 00		5000	£ 5000
C	1 00		1000	£ 1000
				£
		Totals	11000	£ 11000

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc.

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share	A
Prescribed particulars ❶	Voting Rights – The A shares carry no rights to receive notice of attend or vote at general meetings Dividend Rights The holders of the A shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company comprising Scarvagh House and the lands of the property situated in Northern Ireland as is more particularly set out in the articles of association Capital rights Subject to repayment of the amounts paid up or credited as paid up on the C shares the holders of the A shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company comprising Scarvagh House and the lands of the property situated in Northern Ireland as is more particularly set out in the *articles of association* Rights of redemption No shares are redeemable

❶ Prescribed particulars of rights attached to shares

The particulars are
a particulars of any voting rights including rights that arise only in certain circumstances
b particulars of any rights as respects dividends to participate in a distribution
c particulars of any rights, as respects capital to participate in a distribution (including on winding up) and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use the next page or a Statement of Capital (Prescribed particulars of rights attached to shares) continuation page if necessary

Class of share	B	
Prescribed particulars ❶	Voting Rights – The B shares carry no rights to receive notice of attend or vote at general meetings Dividend Rights The holders of the B shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company other than Scarvagh House and the lands of the property situated in Northern Ireland as is more particularly set out in the articles of association Capital rights Subject to repayment of the amounts paid up or credited as paid up on the C shares the holders of the B shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company other than Scarvagh House and the lands of the property situated in Northern Ireland as is more particularly set out in the articles of association Rights of redemption No shares are redeemable	❶ **Prescribed particulars of rights attached to shares** The particulars are a particulars of any voting rights including rights that arise only in certain circumstances b. particulars of any rights as respects dividends to participate in a distribution c particulars of any rights as respects capital to participate in a distribution (including on winding up) and d *whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.* *A separate table must be used for each class of share* **Continuation pages** Please use a Statement of capital (Prescribed particulars of rights attached to shares) continuation page if necessary

In accordance with Section 9 of the Companies Act 2006

IN01 continuation page

Application to register a company

F4 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share	C
Prescribed particulars ❶	Voting Rights On a show of hands each holder of C shares has one vote and on a poll each holder of C shares has one vote per C share held as is more particularly set out in the articles of association Dividend rights The C shares carry no rights to dividends Capital rights On a winding up the C shares are entitled to repayment of the amounts paid up or credited as paid up on the C shares in priority to the distribution of assets to holders of shares of any other class but to no further distribution as is more particularly set out in the articles of assciation Rights of redemption No shares are redeemable

❶ **Prescribed particulars of rights attached to shares**

The particulars are

a particulars of any voting rights including rights that arise only in certain circumstances

b particulars of any rights as respects dividends to participate in a distribution

c particulars of any rights as respects capital to participate in a distribution (including on winding up) and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

F5 Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers usual residential address

Initial shareholdings
Please list the company s subscribers in alphabetical order

Please use an Initial shareholdings continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name JOHN BEST	B	2500	£	1 00		1 00
Address ACTON HOUSE 5 ACTON ROAD POYNTZPASS COUNTY DOWN BT35 6TA						
Name ALFRED WILLIAM BULLER (JUNIOR)	A	5000	£	1 00		1 00
Address SCARVAGH HOUSE SCARVA COUNTY DOWN BT63 6NL						
Name ALFRED WILLIAM BULLER (SENIOR)	C	1000	£	1 00		1 00
Address SCARVAGH HOUSE SCARVA COUNTY DOWN BT63 6NL						
Name ROBIN MOORE	B	2500	£	1 00		1 00
Address 51 GUN STREET LONDON E1 6AH						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5** (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member or within one year after I cease to be a member I will contribute to the assets of the company by such amount as may be required for

payment of debts and liabilities of the company contracted before I cease to be a member

payment of costs, charges and expenses of winding up and adjustment of the rights of the contributors among ourselves

not exceeding the specified amount below

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a Subscribers continuation page if necessary

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Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name
Please use capital letters

❷ Address
The addresses in this section will appear on the public record They do not have to be the subscribers usual residential address.

❸ Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a Subscribers continuation page if necessary

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

Subscriber s signature
Sig
X X

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

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Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	JORDANS (SCOTLAND) LIMITED
Building name/number	24
Street	GREAT KING STREET
Post town	EDINBURGH
County/Region	
Postcode	E H 3 6 Q N
Country	

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

Agent's signature	Signature X SIGNED D Drysdale X (AUTHORISED SIGNATORY OF JORDANS (SCOTLAND) LIMITED)

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Application to register a company

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	ALASTAIR DRYSDALE
Company name	JORDANS (SCOTLAND) LIMITED
Address	24 GREAT KING STREET
Post town	EDINBURGH
County/Region	
Postcode	E H 3 6 Q N
Country	
DX	ED 74 EDINBURGH
Telephone	0131 557 6966

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008 please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address) DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ 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

How to pay

A fee of £20 is payable to Companies House to register a 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

For companies registered in England and Wales
The Registrar of Companies Companies House
Crown Way Cardiff Wales CF14 3UZ
DX 33050 Cardiff

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

For companies registered in 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

Section 243 exemption
If you are applying for or have been granted a section 243 exemption 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 companieshouse gov uk
or email enquiries@companieshouse gov uk

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

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CORICK (2010) LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber	*Authentication by each subscriber*
ALFRED WILLIAM BULLER (JUNIOR)	
ROBIN MOORE	
JOHN BEST	
ALFRED WILLIAM BULLER (SENIOR)	

Dated 24th August 2010

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CORICK (2010) LIMITED

1 **PRELIMINARY**

1 1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the Model Articles) shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the Articles)

1 2 In these Articles any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re enactment of that provision for the time being in force

1 3 Model Articles 9(2) 14 18(d) and (e) 19(2) and (5) 21 24 26(5) 28(3) and 44(4) do not apply to the Company

1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles

1 5 In these Articles unless the context otherwise requires references to nouns in the plural form shall be deemed to include the singular and vice versa

2 **DEFINED TERMS**

2 1 Model Article 1 shall be varied by the inclusion of the following definitions

the Act means the Companies Act 2006

appointor has the meaning given in Article 7 1

call has the meaning given in Article 10 1

call notice has the meaning given in Article 10 1

call payment date has the meaning given in Article 10 4

forfeiture notice has the meaning given in Article 10 4

lien enforcement notice has the meaning given in Article 9 4

relevant rate has the meaning given in Article 10 4

secretary means the secretary of the Company if any appointed in accordance with Article 6 1 or any other person appointed to perform the duties of the secretary of the Company including a joint assistant or deputy secretary and

working day means a day that is not a Saturday or Sunday Christmas Day Good Friday or any day that is a bank holiday under the Banking and Financial

Dealings Act 1971 in the part of the United Kingdom where the Company is registered

3 PROCEEDINGS OF DIRECTORS

3 1 Subject to Article 3 2 notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has or may have directly or indirectly any kind of interest whatsoever that director may participate in the decision making process for both quorum and voting purposes

3 2 If the directors propose to exercise their power under section 175(4)(b) of the Act to authorise a director s conflict of interest the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes

3 3 Subject to the provisions of the Act and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his a director notwithstanding his office

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

(b) may be a director or other officer or an employee of or a party to any transaction or arrangement with or otherwise interested in any subsidiary of the Company or body corporate in which the Company is interested and

(c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration benefit or interest

4 UNANIMOUS DECISIONS

4 1 Model Article 8(2) shall be amended by the deletion of the words copies of which have been signed by each eligible director and the substitution of the following where each eligible director has signed one or more copies of it in its place Model Article 8(2) shall be read accordingly

5 TERMINATION OF DIRECTOR S APPOINTMENT

5 1 In addition to the events terminating a director s appointment set out in Model Articles 18(a) to (c) inclusive and (f) a person ceases to be a director as soon as

(a) that person is or may be suffering from mental disorder and either

(i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have or

(b) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person s office

6 **REMUNERATION**

6 1 Subject to Article 6 2 persons who are directors or connected with a director of the Company are entitled to such remuneration as the directors determine

(a) for their services to the Company as directors (if applicable) and

(b) for any other service which they undertake for the Company

6 2 (a) The amount of remuneration payable per annum to a director or a person connected with a director including any arrangements in connection with the payment of a pension allowance or gratuity or any death sickness or disability benefits to or in respect of that person for the year in question must not exceed the Maximum Remuneration Amount

(b) For the purposes of Article 6 2(a) the Maximum Remuneration Amount is the sum of £300 000 for the first year after the date of incorporation of the Company increasing in each successive year by a percentage equal to the annual percentage rise (if any) in the United Kingdom Index of Retail Prices as at the anniversary of the date of incorporation of the Company in each year

6 3 For the purposes of this Article 6 a person is connected with a director if he is so connected within the meaning of section 993 of the Income Tax Act 2007

7 **SECRETARY**

7 1 The directors may appoint a secretary to the Company for such period for such remuneration and upon such conditions as they think fit and any secretary so appointed by the directors may be removed by them

8 **ALTERNATE DIRECTORS**

8 1 (a) Any director (the appointor) may appoint as an alternate any other director or any other person approved by a decision of the directors to

(i) exercise that director s powers and

(ii) carry out that director s responsibilities

(b) in relation to the taking of decisions by the directors in the absence of the alternate s appointor

(c) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor or in any other manner approved by the directors The notice must

(i) identify the proposed alternate and

(ii) in the case of a notice of appointment contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor

8 2 (a) An alternate director has the same rights to participate in any directors meeting or decision of the directors reached in accordance with Model Article 8 as the alternate s appointor

(b) Except as these Articles specify otherwise alternate directors

(i) are deemed for all purposes to be directors

(ii) are liable for their own acts or omissions

(iii) are subject to the same restrictions as their appointors and

(iv) are not deemed to be agents of or for their appointors

(c) A person who is an alternate director but not a director

(i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person s appointor is not participating) and

(ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person s appointor has not signed or otherwise signified his agreement to such written resolution)

No alternate may be counted as more than one director for such purposes

(d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate s appointor as the appointor may direct by notice in writing made to the Company

(e) Model Article 20 is modified by the deletion of each of the references to directors and the replacement of each such reference with directors and/or any alternate directors

8 3 An alternate director s appointment as an alternate terminates

(a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate

(b) on the occurrence in relation to the alternate of any event which if it occurred in relation to the alternate s appointor would result in the termination of the appointor s office as director

(c) on the death of his appointor or

(d) when his appointor s appointment as a director terminates

8 **ISSUE OF SHARES AND SHARE CLASS RIGHTS**

8 1 The Company s share capital that the directors are authorised to issue in accordance with the provisions of Article 8 4 below is £1 001 000 divided into 500 000 A shares of £1 each 500 000 B shares of £1 each and 1 000 C shares of £1 each The said A shares B shares and C shares rank pari passu save as set out herein

8 2 All shares of a particular class which the directors propose to issue shall first be offered to the members holding C shares in proportion as nearly as may be to the number of the existing C shares held by them respectively unless the

Company in general meeting shall by special resolution otherwise direct The offer shall be made by notice specifying the number and class of shares offered and limiting a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all the shares offered to them such further offer shall be made in like terms in the same manner and limited by a like period as the original offer Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions or any shares of a particular class which are to be issued in circumstances where no shares of that class have yet been issued and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors who may allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members The foregoing provisions of this Article 8 2 shall have effect subject to section 551 of the Act and to Article 8 4 below

8 3 In accordance with section 567 of the Act sections 561 and 562 of the Act shall not apply to the Company

8 4 The directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital stated in Article 8 1 above at any time or times during the period of 5 years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period The authority hereby given may at any time (subject to the said section 551) be renewed revoked or varied by ordinary resolution

8 5 Shares may be issued as nil partly or fully paid

8 6 (a) The holders of the A shares and the B shares shall not be entitled by reason of their holding shares of such classes to receive notice of attend or vote at any general meeting of the Company

(b) On a vote on a written resolution the A shares and the B shares shall not entitle the holders to any votes

8 7 (a) The holders of the C shares have no rights to dividends or other distributions of profits or assets of the Company save that on winding up the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up shall be applied in repayment of the capital paid up or credited as paid up on the C shares (including any premium) in priority to any distribution of assets to the holders of any other class of shares

(b) Save as provided in paragraph (a) above the holders of the A shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company comprising Scarvagh House and the lands of the property situated in Northern Ireland

(c) Save as provided in paragraph (a) above the holders of the B shares have the sole and exclusive right to participate in profits earned by the proceeds of sale of any dividend in specie comprising and any other distribution on winding up or otherwise of the assets of the Company other than Scarvagh House and the lands of the property situated in Northern Ireland

(d) Model Articles 30 and 36 shall be modified accordingly

9 LIEN

9 1 The Company has a first and paramount lien on all shares (whether or not such shares are fully paid) standing registered in the name of any person indebted or under any liability to the Company whether he is the sole registered holder thereof or is one of two or more joint holders for all moneys payable by him or his estate to the Company (whether or not such moneys are presently due and payable)

9 2 The Company s lien over shares

(a) takes priority over any third party s interest in such shares and

(b) extends to any dividend or other money payable by the Company in respect of such shares and (if the Company s lien is enforced and such shares are sold by the Company) the proceeds of sale of such shares

9 3 The directors may at any time decide that a share which is or would otherwise be subject to the Company s lien shall not be subject to it either wholly or in part

9 4 (a) Subject to the provisions of this Article if

(i) a notice of the Company s intention to enforce the lien (lien enforcement notice) has been sent in respect of the shares and

(ii) the person to whom the lien enforcement notice was sent has failed to comply with it

the Company may sell those shares in such manner as the directors decide

(b) A lien enforcement notice

(i) may only be sent in respect of shares if a sum is payable to the Company by the sole registered holder or one of two or more joint registered holders of such shares and the due date for payment of such sum has passed

(ii) must specify the shares concerned

(iii) must include a demand for payment of the sum payable within 14 days

(iv) must be addressed either to the holder of such shares or to a person entitled to such shares by reason of the holder s death bankruptcy or otherwise and

(v) must state the Company s intention to sell the shares if the notice is not complied with

(c) If shares are sold under this Article

(i) the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser and

(ii) the transferee is not bound to see to the application of the consideration and the transferee s title is not affected by any irregularity in or invalidity of the process leading to the sale

(d) The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied

(i) first in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice and

(ii) second in payment to the person entitled to the shares at the date of the sale but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates and subject to a lien equivalent to the company s lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice

(e) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been sold to satisfy the Company s lien on a specified date

(i) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and

(ii) subject to compliance with any other formalities of transfer required by these Articles or by law constitutes a good title to the share

10 CALLS ON SHARES AND FORFEITURE

10 1 (a) Subject to these Articles and the terms on which shares are allotted the directors may send a notice (a call notice) to a member requiring the member to pay the Company a specified sum of money (a call) which is payable in respect of shares which that member holds at the date when the directors decide to send the call notice

(b) A call notice

(i) may not require a member to pay a call which exceeds the total sum unpaid on that member s shares (whether as to the share s nominal value or any amount payable to the Company by way of premium)

(ii) must state when and how any call to which it relates is to be paid and

(iii) may permit or require the call to be paid by instalments

(c) A member must comply with the requirements of a call notice but no member is obliged to pay any call before 14 days have passed since the call notice was sent

(d) Before the Company has received any call due under a call notice the directors may

(i) revoke it wholly or in part or

(ii) specify a later time for payment than is specified in the call notice

by a further notice in writing to the member in respect of whose shares the call was made

10 2 (a) Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which the call is required to be paid

(b) Joint holders of a share are jointly and severally liable to pay all calls in respect of that share

(c) Subject to the terms on which shares are allotted the directors may when issuing shares make arrangements for a difference between the holders in the amounts and times of payment of calls on their shares

10 3 (a) A call notice need not be issued in respect of sums which are specified in the terms on which a share is allotted as being payable to the Company in respect of that share (whether in respect of nominal value or premium)

(i) on allotment

(ii) on the occurrence of a particular event or

(iii) on a date fixed by or in accordance with the terms of issue

(b) But if the due date for payment of such a sum has passed and it has not been paid the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum and is liable to the same consequences as regards the payment of interest and forfeiture

10 4 (a) If a person is liable to pay a call and fails to do so by the call payment date

(i) the directors may send a notice of forfeiture (a forfeiture notice) to that person and

(ii) until the call is paid that person must pay the Company interest on the call from the call payment date at the relevant rate

(b) For the purposes of this Article

(i) the call payment date is the date on which the call notice states that a call is payable unless the directors give a notice specifying a later date in which case the call payment date is that later date and

(ii) the relevant rate is the rate fixed by the terms on which the share in respect of which the call is due was allotted or if no such rate was fixed when the share was allotted five percent per annum

(c) The relevant rate must not exceed by more than five percentage points the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998

(d) The directors may waive any obligation to pay interest on a call wholly or in part

10 5 A forfeiture notice

(a) may be sent in respect of any share in respect of which a call has not been paid as required by a call notice

(b) must be sent to the holder of that share or to a person entitled to it by reason of the holder s death bankruptcy or otherwise

(c) must require payment of a call and any accrued interest by a date which is not less than 14 days after the date of the forfeiture notice

(d) must state how the payment is to be made and

(e) must state that if the forfeiture notice is not complied with the shares in respect of which the call is payable will be liable to be forfeited

10 6 If a forfeiture notice is not complied with before the date by which payment of the call is required in the forfeiture notice the directors may decide that any share in respect of which it was given is forfeited and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture

10 7 (a) Subject to the following provisions of this Article 10 7 the forfeiture of a share extinguishes

(i) all interests in that share and all claims and demands against the Company in respect of it and

(ii) all other rights and liabilities incidental to the share as between the person in whose name the share is registered and the Company

(b) Any share which is forfeited

(i) is deemed to have been forfeited when the directors decide that it is forfeited

(ii) is deemed to be the property of the Company and

(iii) may be sold re allotted or otherwise disposed of as the directors think fit

(c) If a person s shares have been forfeited

(i) the Company must send that person notice that forfeiture has occurred and record it in the register of members

(ii) that person ceases to be a member in respect of those shares

(iii) that person must surrender the certificate for the shares forfeited to the Company for cancellation

(iv) that person remains liable to the Company for all sums due and payable by that person at the date of forfeiture in respect of those shares including any interest (whether accrued before or after the date of forfeiture) and

(v) the directors may waive payment of such sums 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

(d) At any time before the Company disposes of a forfeited share the directors may decide to cancel the forfeiture on such terms as they think fit

10 8 (a) If a forfeited share is to be disposed of by being transferred the Company may receive the consideration for the transfer and the directors may authorise any person to execute the instrument of transfer

(b) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been forfeited on a specified date

(i) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and

(ii) subject to compliance with any other formalities of transfer required by these Articles or by law constitutes a good title to the share

(c) A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any) nor is that person s title to the share affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share

(d) If the company sells a forfeited share the person who held it prior to its forfeiture is entitled to receive from the Company the proceeds of such sale net of any commission and excluding any amount which

(i) was or would have become payable and

(ii) had not when that share was forfeited been paid by that person in respect of that share

but no interest is payable to such a person in respect of such proceeds and the Company is not required to account for any money earned on them

10 9 (a) A member may surrender any share

(i) in respect of which the directors may issue a forfeiture notice

(ii) which the directors may forfeit or

(iii) which has been forfeited

(b) The directors may accept the surrender of any such share

(c) The effect of surrender on a share is the same as the effect of forfeiture on that share

(d) A share which has been surrendered may be dealt with in the same way as a share which has been forfeited

11 SHARE CERTIFICATES

11 1 (a) The Company must issue each member with one or more certificates in respect of the shares which that member holds

(b) Except as is otherwise provided in these Articles all certificates must be issued free of charge

(c) No certificate may be issued in respect of shares of more than one class

(d) A member may request the Company in writing to replace

(i) the member s separate certificates with a consolidated certificate or

(ii) the member s consolidated certificate with two or more separate certificates

(e) When the Company complies with a request made by a member under (d) above it may charge a reasonable fee as the directors decide for doing so

11 2 (a) Every certificate must specify

(i) in respect of how many shares of what class it is issued

(ii) the nominal value of those shares

(iii) the amount paid up on those shares and

(iv) any distinguishing numbers assigned to them

(b) Certificates must

(i) have affixed to them the Company s common seal or

(ii) be otherwise executed in accordance with the Companies Acts

12 CONSOLIDATION OF SHARES

12 1 (a) This Article applies in circumstances where

(i) there has been a consolidation of shares and

(ii) as a result members are entitled to fractions of shares

(b) The directors may

(i) sell the shares representing the fractions to any person including the Company for the best price reasonably obtainable and

(ii) authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser

(c) Where any holder s entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors that member s portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales Scotland or Northern Ireland

(d) A person to whom shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions

(e) The transferee s title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale

13 DIVIDENDS

13 1 (a) Except as otherwise provided by these Articles or the rights attached to the shares all dividends must be

(i) declared and paid according to the amounts paid up on the shares on which the dividend is paid and

(ii) 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 dividend is paid

(b) If any share is issued on terms providing that it ranks for dividend as from a particular date that share ranks for dividend accordingly

(c) For the purpose of calculating dividends no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount

14 CAPITALISATION OF PROFITS

14 1 In Model Article 36(4) after A capitalised sum which was appropriated from profits available for distribution may be applied insert the following

(a) in or towards paying up any amounts unpaid on any existing nil or partly paid shares held by the persons entitled or

(b)

and Model Article 36(4) modified accordingly

14 2 Model Article 36(5)(a) is modified by the deletion of the words paragraphs (3) and (4) and their replacement with Model Article 36(3) and Article 14 1

15 WRITTEN RESOLUTIONS OF MEMBERS

15 1 (a) Subject to Article 15 1(b) a written resolution of members passed in accordance with Part 13 of the Act is as valid and effectual as a resolution passed at a general meeting of the Company

(b) The following may not be passed as a written resolution and may only be passed at a general meeting

(i) a resolution under section 168 of the Act for the removal of a director before the expiration of his period of office and

(ii) a resolution under section 510 of the Act for the removal of an auditor before the expiration of his period of office

15 2 (a) Except as otherwise provided by these Articles or the rights attached to the shares on a written resolution a member has one vote in respect of each share held by him

(b) No member may vote on a written resolution unless all moneys currently due and payable in respect of any shares held by him have been paid

16 NOTICE OF GENERAL MEETINGS

16 1 (a) Every notice convening a general meeting of the Company must comply with the provisions of

(i) section 311 of the Act as to the provision of information regarding the time date and place of the meeting and the general nature of the business to be dealt with at the meeting and

(ii) section 325(1) of the Act as to the giving of information to members regarding their right to appoint proxies

(b) Every notice of or other communication relating to any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

17 QUORUM AT GENERAL MEETINGS

17 1 Except as otherwise provided by these Articles or the rights attached to the shares

(a) If and for so long as the Company has one member only one member entitled to vote on the business to be transacted who is present at a general meeting in person or by one or more proxies or in the event that the member is a corporation by one or more corporate representatives is a quorum

(b) If and for so long as the Company has two or more members two members each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or in the event that any member present is a corporation by one or more corporate representatives are a quorum

(c) Model Article 41(1) is modified by the addition of a second sentence as follows

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

18 VOTING AT GENERAL MEETINGS

18 1 Except as otherwise provided by these Articles or by the rights attached to shares

(a) Subject to Article 18 2 below on a vote on a resolution at a general meeting on a show of hands

(i) each member who being an individual is present in person has one vote

(ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting all proxies so appointed and in attendance at the meeting have collectively one vote and

(iii) if a corporate member appoints one or more persons to represent it at the meeting each person so appointed and in attendance at the meeting has subject to section 323(4) of the Act one vote

(b) Subject to Article 18 2 below on a resolution at a general meeting on a poll every member (whether present in person by proxy or authorised representative) has one vote in respect of each share held by him

18 2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company either in person by proxy or in the event that the member is a corporation by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member in respect of any shares held by that member have been paid

18 3 (a) Model Article 44(2) is amended by the deletion of the word or in Model Article 44(2)(c) the deletion of the after the word resolution in Model Article 44(2)(d) and its replacement with or and the insertion of a new Model Article 44(2)(e) in the following terms

by a member or members holding shares conferring a right to vote at the meeting 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 shares conferring that right

(b) A demand for a poll made by a person as proxy for a member is the same as a demand made by the member

18 4 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs

19 DELIVERY OF PROXY NOTICES

19 1 Model Article 45(1) is modified such that a proxy notice (as defined in Model Article 45(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

20 COMMUNICATIONS

20 1 Subject to the provisions of the Act a document or information may be sent or supplied by the Company to a person by being made available on a website

20 2 (a) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address but otherwise no such member is entitled to receive any notices from the Company

(b) If any share is registered in the name of joint holders the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders

20 3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed prepaid and posted the intended recipient is deemed to have received such notices or other documents 48 hours after posting

(b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied

(c) If the Company sends or supplies notices or other documents by means of a website the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or if later when the intended recipient first received notice of the fact that such notices or other documents were available on the website

(d) For the purposes of this Article 20 3 no account shall be taken of any part of a day that is not a working day

21 COMPANY SEALS

21 1 Model Article 49(1) is modified such that any common seal of the Company may be used by the authority of the directors or any committee of directors

21 2 Model Article 49(3) is modified by the deletion of all words which follow the after the word document and their replacement with the document must also be signed by

(a) one authorised person in the presence of a witness who attests the signature or

(b) two authorised persons

22 TRANSMISSION OF SHARES

22 1 Model Article 27 is modified by the addition of new Model Article 27(4) in the following terms

Nothing in these Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member

22 2 All the Articles relating to the transfer of shares apply to

(a) any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1) and

(b) any instrument of transfer executed by a transmittee in accordance with Model Article 28(2)

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share and as if the event which gave rise to the transmission had not occurred

23 SHARE TRANSFERS

23 1 (a) Model Article 26(1) is modified by the addition of the words and if any of the shares is nil or partly paid the transferee after the word transferor

(b) The directors may refuse to register the transfer of a share and if they do so the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for such refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration unless the directors suspect that the proposed transfer may be fraudulent