

Brymer Legal Limited

(the "Company")

Registered in Scotland Number: SC360203

Companies Act 2006

Written Record of Members' Written Resolutions

Circulation Date: 8 August 2018

On the 8th day August 2018, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company:

ORDINARY RESOLUTION

THAT the undernoted share be allotted, at par value, subject to the requisite cash payment being made to the Company by the undernoted allottee:-

Name of Allottee


Number, Classification and Nominal
Value of Shares

Louise Brymer

One D Ordinary Share of £1

SPECIAL RESOLUTION

THAT the document attached be adopted as the new Articles of Association of the Company, in place of and to the exclusion of all other previous articles of association.


AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
BRYMER LEGAL LIMITED

SATURDAY



S7C3WU7U

SCT

11/08/2018

#344

COMPANIES HOUSE

8 August 2018

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRYMER LEGAL LIMITED

(Adopted by Special Resolution passed on 8 August 2018)

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 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.
- 1.4 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. ISSUE OF SHARES AND SHARE CLASS RIGHTS

- 2.1 The Company's share capital is divided into A Ordinary Shares of £1.00 each (in these Articles referred to as "A Ordinary Shares"); B Ordinary Shares of £1.00 each (in these Articles referred to as "B Ordinary Shares"), C Ordinary Shares of £1.00 each (in these Articles referred to as "C Ordinary Shares") and D Ordinary Shares of £1.00 each (in these Articles referred to as "D Ordinary Shares"). The A, B, C and D Ordinary Shares shall rank *pari passu* save as set out herein.
- 2.2 All shares of whatever class shall be under the control of the directors who may (subject to section 551 of the Companies Act 2006 ("the Act") and to Article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.3 In accordance with section 567 of the Act, sections 561 and 562 of the Act shall not apply to the Company.
- 2.4 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 to convert securities into shares of the Company at any time or times during the period of five years from the date of adoption of these Articles, 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. Without prejudice to the foregoing, the directors may only allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined by Section 80 (2) of the Act) to a solicitor or incorporated practice as defined by Solicitors (Scotland) (Incorporated Practices) Practice Rules 2001 (hereinafter called "the Practice Rules") and to no other person and that on such terms and in such manner as they think fit.

- 2.5 Shares may be issued as nil, partly or fully paid.
- 2.6 (a) Every ordinary resolution by which a dividend is declared may direct that such dividend be paid in respect of one class of shares to the exclusion of the other class.
- (b) Where a dividend is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares.
- (c) When paying interim dividends the directors may make payments to one class of shares to the exclusion of the other class. When making such payments the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable.
- 2.7 On a winding up or other repayment of capital, 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 repaying the sums paid up or credited as paid up on all the issued shares without distinction as to class. The residue (if any) shall be divided among the holders of the issued shares in proportion to the nominal amount paid up or credited as paid up on such shares without distinction as to class.

3. DIVIDENDS

- 3.1 Except as otherwise provided by these Articles or the rights attached to the shares, all dividends must be:-
- (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
- (b) 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.

SHARES

7. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be

modified accordingly.

8. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

9. (a) Subject to Rule 8(7) of the Practice Rules any Member who ceases to be a solicitor or incorporated practice shall forthwith transfer his or its share or other interest in the Company to another solicitor or incorporated practice, or otherwise cease to be a Member of the Company in the manner following.

(b) All share transfers shall take place at a price herein called the transfer price unless a different price is negotiated between the parties to it. The transfer price shall be an amount equivalent to the net asset value of the company which is proportionate to the number of shares included in the transfer and is current at the date of valuation. For this purpose equipment and tangible assets shall be valued at the higher of written down value for tax purposes or net realisable value; *work in progress shall be valued at the lower of cost or net realisable value* apportioned if appropriate at the date of valuation; fair and reasonable provision shall be made for bad debts; goodwill shall be valued at zero unless otherwise agreed or otherwise expressed herein. Any dispute as to value shall be referred to the final decision of an independent solicitor acting as expert to be appointed in default of agreement by the President of the Edinburgh Bar Association.

(c) in the event that a member wishes either (a) to cease to carry on practice as a solicitor or incorporated practice or (b) to cease to be a member of the company and to carry on practice in another solicitor's practice or incorporated practice, he shall give not less than 3 months prior written notice to the secretary of the company of his intention to resign or retire and to transfer all of his shares in the company. The remaining members shall thereafter be bound to acquire all the shares of the retiring member at the transfer price on the date of retiral. Payment shall be made in two instalments. The first instalment shall be paid on the date of retiral. It shall amount to one half the of the anticipated amount of the transfer price fixed by agreement and in default of agreement by reference to figures in last the balance sheet of the company before the date of retiral. The second payment shall be made six months after the date of retiral and shall amount to the balance of the transfer price. The transferring member shall be bound to transfer his shares to the purchasing member in exchange for payment of the first instalment and the balance of the transfer price shall thereafter be a personal obligation due by the purchaser or purchasers to the transferring member.

(d) In the event of the death or apparent or actual insolvency of a member or if for any other reason a member becomes unable to continue in practice as a solicitor, that member or his executors or trustee or other representatives or successors being duly qualified Solicitors within the meaning of the Practice Rules and also the remaining members will have the same obligations to each other as if the member had resigned at a date to be agreed between the parties

but not later than three months following the event giving rise to the mandatory transfer of shares.

(e) The directors may refuse to approve any transfer of shares without assigning any reason therefor.

APPOINTMENT OF DIRECTORS

10. (a) Clause 64 in Table A shall not apply to the Company.

(b) Unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director of the Company unless duly qualified as a solicitor or an incorporated practice within the meaning of the Practice Rules.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any solicitor or incorporated practice who is both willing and entitled in terms hereof to be a Director, either to fill a vacancy or as an additional Director.

(f) Subject to paragraph (d) above, the Directors may appoint a person who is both willing and entitled in terms hereof to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

(g) A person may be appointed a Director notwithstanding that he has attained the age of 70 years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

DISQUALIFICATION OF DIRECTORS

11. (a) The office of a Director or alternate Director shall be vacated if he ceases to be a member of the company or to be qualified to act as a Director.

(b) The office of a Director or alternate Director shall also be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be deemed extended accordingly.

GENERAL MEETINGS AND RESOLUTIONS

12. (a) A notice convening a General Meeting shall be required to specify the general

nature of the business to be transacted only in the case of special business and Clause 38 of Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at any Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Directors and the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 325 (1) of the 2006 Act as to giving information to Members in regard to their right to appoint proxies; and notices of any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

13. The following provisions of this Article apply if the Company has only a single member;

(a) Clause 40 in Table A shall be modified by the insertion at the end of that Clause of the following proviso; "provided that if the Company has only a single member, the quorum shall be one such person at the time when the meeting proceeds to business."; and

(b) If the single member takes any decision which may be taken by the Company in General Meeting and which has effect as if agreed by the Company in General Meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision. However, failure to do so shall not affect the validity of such decision.

14. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such an adjourned General Meeting shall be dissolved. Provided that if the Company has only a single member, the preceding provisions of this Clause as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned.
15. Clause 37 in Table A shall be modified by the deletion of the second sentence thereof and by the addition at the end of the Clause of the following sentence; "if the Company has only a single member, such member shall be entitled at any time to call a General Meeting."
16. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 46 in Table A shall be modified accordingly.

ALTERNATE DIRECTOR

17. (a) No person other than the person duly qualified to act as a Director within the meaning of Article 10(d) may be appointed as an alternate Director.

(b) A Director may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

GRATUITIES AND PENSIONS

19. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (N) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF THE DIRECTORS

20. Provided that the nature of his interest is declared at a meeting of the board, or otherwise in accordance with the 2006 Act, no director is disqualified by his office from contracting with the Company nor is any contract or arrangement entered into on behalf of the Company in which any director is in any way interested liable to be avoided nor is any director so contracting or being so interested liable to account to the Company for any profit realised thereby.
21. The chairman shall have no casting vote. Sentence 5 in clause 88 in Table A shall not apply to the Company.

THE SEAL

22. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director. The Obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act

with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

PROTECTION FROM LIABILITY

23. For the purposes of this article:

(a) a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office or any liability incurred by an auditor in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company occurring in the course of the audit of accounts; and

(b) "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act.

24. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

(a) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability; and

(b) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

25. Regulation 118 in Table A shall not apply to the Company.

TRANSFER OF BUSINESS

26. The directors and members together shall nominate a firm of solicitors or an incorporated practice to carry out the actions specified in the Practice Rules, Rule 5(2) in the situation that for whatever reason there is no longer a solicitor or other validly constituted incorporated practice exercising day to day management and control of the company's business. They shall sign a letter of nomination and authority for this purpose. That letter shall be kept by or on behalf of the secretary of the company in safe custody at all times and a copy of it will be sent to the Secretary of The Law Society of Scotland (hereinafter called "The Law Society Secretary").

27. In the event that for whatever reason there is no longer a solicitor or other validly constituted incorporated practice exercising day to day management and control of the company's business the company shall and any member of the company may on behalf of the company give written notice to the firm or incorporated practice so nominated that the nomination should take immediate effect and requiring the nominee to accept the nomination within 5 working days after said

written notice has been sent to the nominee. The Law Society Secretary shall have the same power to send a written notice to the same effect. The acceptance letter shall be in writing and shall be delivered to any member or office bearer of the company and a copy of it shall be sent to The Law Society Secretary.

28. In the event that the nominee fails to accept the nomination in terms hereof, The Law Society Secretary shall have power to nominate such other firm or incorporated practice as he may choose and as is willing to accept the nomination.
29. Notwithstanding any other provision of these articles, the firm or incorporated practice so nominated shall have power according to their own constitutional arrangements:
 - (a) to appoint one or more directors of the company who shall be duly qualified to act in terms of Article 10(d) hereof and who may include the nominated firm or incorporated practice or any member or director thereof.
 - (b) to authorise the directors so appointed to operate in the situation aforesaid all the client accounts in name of the company.
 - (c) to authorise the directors so appointed to make suitable arrangements for making available to the clients of the company or to some other solicitor or incorporated practice instructed by its clients or itself or themselves (i) all deeds, wills securities, papers, books of account, records, vouchers and other documents in its possession or control which are held on behalf of its clients or which relate to any trust of which it is the sole trustee or co-trustee only with one or more of its employees and (ii) all sums of money due from it or held by it on behalf of its clients or subject to any trust as aforesaid.
 - (d) to dispose of the business and undertaking of the company to the best advantage of the company including to its or their own practice, under an obligation to account to the members of the company.
 - (e) to charge professional fees at appropriate levels for the work which they properly carry out for the company consequent on their nomination hereunder, and to authorise the directors they appoint to do the same.