

231666 / 20

In accordance with
Article 2(4) of the
Council Regulations
(EC)2157/2001 and
Regulation 8 of the
European Public Limited-
Liability Company
Regulations 2004.

SE FM04

Transformation of a Public Limited Company
(PLC) to Societas Europaea (SE)



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
transform a PLC to an SE.

Se

✗ **What this form is NOT for**
You cannot use this form to
transform a PLC to an SE by any other means.
Do not use this form if an
individual person with
control is applying or
for protection from
details disclosed on the
register. Contact enquiries@
companieshouse.gov.uk for a
separate form.

THURSDAY



A30 *A71RJ8TS* #31
15/11/2018
COMPANIES HOUSE
A08 *A719MSYR* #181
08/11/2018
COMPANIES HOUSE

Part 1 PLC details

A1 PLC details

Company number of transforming PLC

0 7 0 2 9 5 0 1

Full name of transforming PLC

KMG KLINIKEN PLC

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

All fields are mandatory unless
specified or indicated by *

A2 SE details

Proposed name of SE in full ①

KMG KLINIKEN SE

① **Duplicate names**
Duplicate names are not permitted.
This only applies where the proposed
name of the SE is different from the
name of the PLC in Section A1. 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.gov.uk/companieshouse

A3 SE name restrictions ②

Please tick the box only if the proposed name of the SE in **Section A2** is different
from the name of the PLC in **Section A1** and 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 SE 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.

② **SE name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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A4**Proposed registered office address**

Building name/number	C/O Browne Jacobson LLP
Street	6 Bevis Mark
Post town	London
County/Region	
Postcode	E C 3 A 7 B A
Country	

A5**Conversion details**

	Please give the date the certificate of experts were prepared.
Certificate date	^d 0 ^d 6 ^m 0 ^m 9 ^y 2 ^y 0 ^y 1 ^y 8
	Please give the date that the draft terms of conversion were approved.
Approval date	^d 1 ^d 0 ^m 0 ^m 9 ^y 2 ^y 0 ^y 1 ^y 8

1 Conversion details

In accordance with Regulation 8(2) (b) and 8(2)(c) of the European Public Limited Liability Company Regulations 2004.

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Part 2 Subscribing capital of the proposed SE**B1 Subscribed capital in pound sterling (£) or euros (€) ①**

Subscribed capital €120,000.00

① Subscribing capital in pound sterling (£) or euros (€)
This must not be less than £50,000 or €57,100.

B2 Subscribed capital in other currencies ②

② Subscribing capital in other currencies
Please specify currencies.

B3 Total subscribed capital

☒ Please tick the box to confirm that the total subscribed capital of the proposed SE is not less than the equivalent of €120,000.

B4 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ③

Classification code 1	7	0	1	0	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of your business activity below:

Principal activity description

③ Principal business activity
You must provide a trade classification (Standard Industrial Classification 2007) code or a description of your SE's main business in this space.

A full list of the trade classification codes are available on our website: www.gov.uk/companieshouse

B5 Documents attached

Please tick the boxes to confirm that all the following documents are attached to this form.

Document description

- ☒ Resolution approving the draft statutes and draft terms of conversion to SE of the PLC named in **Part 1** in accordance with Article 37(7) of Council Regulation (EC) No 2157/2001.
- ☒ Statutes of the SE named in **Part 1**.
- ☒ Copy of certificate(s) of expert(s) in accordance with Article 37(6) Council Regulation (EC) No 2157/2001.
- ☒ Report explaining and justifying the legal and economic aspects of the conversion in accordance with Article 37(4) of Council Regulation (EC) No 2157/2001.

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Part 3

Proposed members of the SE

Please list below details of persons who are members of the SE named above.

For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.

For a member who is an individual, go to Section C1; for a corporate member, go to Section D1;

Please use a continuation page if there are more members of the SE.

Member

C1

Member appointments ①

Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.

Title *	Mr
Full forename(s)	Stefan
Surname	Eschmann
Former name(s) ②	
Country/State of residence ③	Germany
Nationality	German
Month/year of birth ④	X X m1 m1 y1 y9 y7 y1
Business occupation (if any) ⑤	

① Corporate appointments

For corporate member appointments, please complete Sections D1-D5 instead of Section C.

② Former name(s)

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

③ Country/State of residence

This is in respect of your usual residential address as stated in Section C5.

④ Month and year of birth

Please provide month and year only.

⑤ 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 member, please use the 'Member appointments' continuation page.

C2

Member's service address ⑥

Building name/number	C/O Browne Jacobson LLP
Street	6 Bevis Marks
Post town	London
County/Region	
Postcode	E C 3 A 7 B A
Country	

⑥ 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 SE's Registered Office' if your service address is recorded in the proposed SE's register of members as the SE's registered office.

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

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Member

C1

Member appointments ①

Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.

Title	Ms
Full forename(s)	Heike
Surname	Kaehler
Former name(s) ②	
Country/State of residence ③	Germany
Nationality	German
Month/year of birth ④	X X m0 m2 y1 y9 y7 y2
Business occupation (if any) ⑤	

- ① Corporate appointments**
For corporate member appointments, please complete Sections D1-D5 instead of Section C.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section C5.
- ④ Month and year of birth**
Please provide month and year only.
- ⑤ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointment**
If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2

Member's service address ⑥

Building name/number	C/O Browne Jacobson LLP
Street	6 Bevis Marks
Post town	London
County/Region	
Postcode	E C 3 A 7 B A
Country	

- ⑥ 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 SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.
- If you provide your residential address here it will appear on the public record.

C3

Member's position

The person named consents to act as member of: ⑦

- ☒ the administrative organ of the SE.
- ☐ the supervisory organ of the SE.
- ☐ the management organ of the SE.

⑦ Please tick one box.

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Corporate member

D1	Corporate member appointments ①	
	Please use this section to list all the corporate members of the SE. Please complete Sections D1-D5.	
Name of corporate body or firm		① Additional appointments If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page. ② Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO Box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number ②		
Street		
Post town		
County/Region		
Postcode		
Country		
D2	Location of the registry of the corporate body or firm	
	Is the corporate member registered within the European Economic Area (EEA)? → Yes Complete Section D3 only → No Complete Section D4 only	
D3	EEA companies ③	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	③ EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ④ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ④		
Registration number		
D4	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.	⑤ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⑤		
If applicable, the registration number		
D5	Corporate member's position	
	The person named consents to act as member of: ① <input type="checkbox"/> the administrative organ of the SE <input type="checkbox"/> the supervisory organ of the SE <input type="checkbox"/> the management organ of the SE	① Please tick one box.

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Part 4

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in E1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in E2 and go to Part 5 signature.

E1

Statement of initial significant control ¹

- ☒ On registration, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

1 Statement of initial significant control
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections E, F, G as applicable.

Please use the PSC continuation pages if necessary.

E2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

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Individual PSC

E3

Individual's details

Use sections E3-E9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *	Dr
Full forename(s)	Wolfgang
Surname	Neubert
Country/State of residence ①	Germany
Nationality	German
Month/year of birth ②	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text" value="m0"/> <input type="text" value="m7"/> <input type="text" value="y1"/> <input type="text" value="y9"/> <input type="text" value="y5"/> <input type="text" value="y5"/>

- ① **Country/State of residence**
This is in respect of the usual residential address as stated in section E6.
- ② **Month and year of birth**
Please provide month and year only.

E4

Individual's service address ③

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section E6**.

Building name/number	C/O Browne Jacobson LLP
Street	6 Bevis Marks
Post town	London
County/Region	
Postcode	E C 3 A 7 B A
Country	

- ③ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

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E7

Nature of control for an individual ^①

Please indicate how the individual is a person with significant control over the company.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

Ownership of right to appoint/remove directors

- ☒ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply.

E8

Nature of control by a firm over which the individual has significant control ^②

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^② Tick each that apply.

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Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

E9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

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Individual PSC

E3

Individual's details

Use sections E3-E9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

X X

m

m

y

y

y

y

① **Country/State of residence**
This is in respect of the usual residential address as stated in section E6.

② **Month and year of birth**
Please provide month and year only.

E4

Individual's service address ③

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section E6**.

Building name/number

Street

Post town

County/Region

Postcode

Country

③ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

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Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

E7

Nature of control for an individual ①

Please indicate how the individual is a person with significant control over the company.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

E8

Nature of control by a firm over which the individual has significant control ②

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

② Tick each that apply.

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E9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

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Relevant legal entity (RLE)

F1 RLE details ①	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

F2 Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.
Legal form	
Governing law	
If applicable, register in which RLE is entered	
Country/State	
Registration number ①	

① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

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Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

F3

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

F4

Nature of control by a firm over which the RLE has significant control ②

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

② Tick each that apply.

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F5

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

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Other registrable person (ORP)

G1	ORP details	
	An 'other registrable person' is: <ul style="list-style-type: none">• a corporation sole• a government or government department of a country or territory or a part of a country or territory• an international organisation whose members include two or more countries or territories (or their governments)• a local authority or local government body in the UK or elsewhere	
Name of ORP	<input type="text"/>	
	<input type="text"/>	

G2	Principal office address ②	
Building name/number	<input type="text"/>	② Principal office address This is the address that will appear on the public record.
Street	<input type="text"/>	
	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

G3	Legal form and governing law	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

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G4

Nature of control ①

Please show how the ORP has significant control over the company

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

① Tick each that apply.

G5

Nature of control by a firm over which the ORP has significant control ②

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

② Tick each that apply.

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G6

Nature of control by a trust over which the ORP has significant control ①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

SE FM04

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Part 5 Statements

H1

Employee Involvement Statement A

Please complete statement A or B, as appropriate.

Employee Involvement Statement A

Statement A

(To be signed on behalf of the Special Negotiating Body (SNB) and by a proposed member of the management or administrative organ of the proposed subsidiary SE).

We, being an authorised member of the SNB and a proposed member of the management or administrative organ of the proposed SE confirm that:

- There are no outstanding disputes concerning employee involvement under the Great Britain Regulations or, where applicable, the Northern Ireland Regulations, or any equivalent legislation of any other relevant Member State implementing the EC Directive; and
- Where applicable, the relevant entities have fulfilled their obligations in accordance with the Great Britain Regulations or the Northern Ireland Regulations as appropriate, and that:
 - an employee involvement agreement has been reached in accordance with regulation 15 of the Great Britain Regulations or, as the case may be, regulation 15 of the Northern Ireland Regulations;
 - the special negotiating body established under regulations 8 to 41 of the Great Britain Regulations or, as the case may be, regulations 8 to 39 of the Northern Ireland Regulations has taken the decision in accordance with regulation 17 of the Great Britain Regulations or, as the case may be, regulation 17 of the Northern Ireland Regulations, not to open, or to terminate, the negotiations but instead to rely upon national rules for information and consultation; or
 - it has been agreed, to apply the standard rules on employee involvement in accordance with regulation 19 of the Great Britain Regulations or, as the case may be, regulation 19 of the Northern Ireland Regulations.

① This must be signed by a proposed member of the management or administrative organ of the proposed SE named in Part 1.

Signature of authorised member of SNB

Signature

X



X

Name

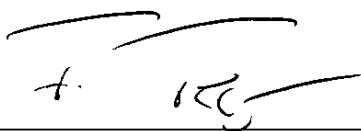
Date

d 1 d 6 m 10 y 20 y 18

Signature of proposed member of SE ①

Signature

X



X

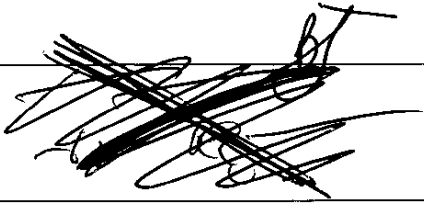
Name

Date

d 1 d 6 m 10 y 20 y 18

SE FM04

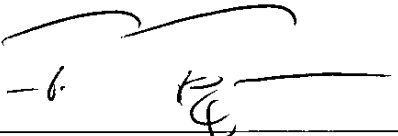
Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Employee Involvement Statement B	
Statement B	<p>(To be signed by a proposed member of the management or administrative organ of the proposed SE)</p> <p>On behalf of the promoting SE named in Part 1 of this form, I confirm that:</p> <ul style="list-style-type: none">a. there are no outstanding disputes concerning employee involvement under the Great Britain Regulations, Northern Ireland Regulations, or any equivalent legislation of any other relevant Member State implementing the EC Directive;b. the relevant companies or SEs have fulfilled their obligations under these Regulations;c. no employee involvement agreement has been reached in the timeframe specified in regulation 14 of the Great Britain Regulations, or as the case may be, regulation 14 of the Northern Ireland Regulations, and no decision has been taken in accordance with regulation 17 of the Great Britain Regulations, or as the case may be, regulation 17 of the Northern Ireland Regulations, not to open, or to terminate, negotiations; andd. that the standard rules on employee involvement in accordance with regulation 19 of the Great Britain Regulations, or as the case may be, regulation 19 of the Northern Ireland Regulations, will therefore apply.
Signature ①	<div>Signature</div> <div>X  X</div>
Name	
Date	<div>d d m m y y y y</div>

① This must be signed by a proposed member of the management or administrative organ of the proposed SE named in Part 1.

H2	Statement of particulars of an individual PSC ②
	<p>Please tick the box to confirm.</p> <p><input checked="" type="checkbox"/> The proposed member(s) of the management or administrative organ of the proposed SE confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.</p>

② Only tick this if you have completed details of one or more individual PSCs in sections E3-E9

H3	Statement of compliance
	<p>I am signing this form on behalf of the SE and confirm that all the requirements of these Regulations and the EC Regulations in respect of such formation, transformation or transfer (including as to registration) have been complied with.</p>
Signature	<div>Signature</div> <div>X  X</div> <p>This form may be signed by: A proposed member of the management or administrative organ of the proposed SE named in Part 1</p>

SE FM04

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

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 Sam Sharp

Company name Browne Jacobson LLP

Address Mowbray House

Castle Meadow Road

Post town Nottingham

County/Region

Postcode N G 2 1 B J

Country United Kingdom

DX DX 718130 Nottingham 27

Telephone 0115 976 6000

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have filed form SE DT02 in advance of this form.
- ☐ The PLC name and number match the information held on the public Register.
- ☐ You have completed the proposed name of the SE.
- ☐ You have provided details of any subscribing share capital.
- ☐ You have attached the appropriate supporting documents.
- ☐ You have completed the proposed member's details.
- ☐ You have ticked the appropriate statement in E1 or E2 and given any specific PSC details.
- ☐ Any address given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed the appropriate declarations.
- ☐ You have signed the form, where appropriate.
- ☐ 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 formation.

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 SEs registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For SEs 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 SEs 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 or Section 790ZF exemption
If you are applying for, or have been granted, a section 243 or 790ZF 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.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

SE FM04 - continuation page

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Member

C1	Member appointments ①	
Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.		
Title	Ms	
Full forename(s)	Jennifer Xochitl	
Surname	Kirchner-Bauer	
Former name(s) ②		
Country/State of residence ③	Germany	
Nationality	German	
Month/year of birth ④	<div> <div>X</div> <div>X</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div> </div>	
Business occupation (if any) ⑤		

① Corporate appointments
For corporate member appointments, please complete Sections D1-D5 instead of Section C.

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

③ Country/State of residence
This is in respect of your usual residential address as stated in Section C5.

④ Month and year of birth
Please provide month and year only.

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

Additional appointment
If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2	Member's service address ⑥	
Building name/number	C/O Browne Jacobson LLP	
Street	6 Bevis Marks	
Post town	London	
County/Region		
Postcode	E C 3 A 7 B A	
Country		

⑥ 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 SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.

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

C3	Member's position	
The person named consents to act as member of: ⑦ <input checked="" type="checkbox"/> the administrative organ of the SE <input type="checkbox"/> the supervisory organ of the SE <input type="checkbox"/> the management organ of the SE		⑦ Please tick one box.

SE FM04 - continuation page

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Member

C1	Member appointments ①													
	Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.													
Title	Dr													
Full forename(s)	Barbara													
Surname	Neubert													
Former name(s) ②														
Country/State of residence ③	Germany													
Nationality	German													
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1"> <tr> <td>m</td><td>0</td> <td>m</td><td>5</td> </tr> </table> <table border="1"> <tr> <td>y</td><td>1</td> <td>y</td><td>9</td> <td>y</td><td>5</td> <td>y</td><td>4</td> </tr> </table>		m	0	m	5	y	1	y	9	y	5	y	4
m	0	m	5											
y	1	y	9	y	5	y	4							
Business occupation (if any) ⑤														

① Corporate appointments
For corporate member appointments, please complete Sections D1-D5 instead of Section C.

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

③ Country/State of residence
This is in respect of your usual residential address as stated in Section C5.

④ Month and year of birth
Please provide month and year only.

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

Additional appointment
If you wish to appoint more than one member, please use the 'Member appointments' continuation page.

C2	Member's service address ⑥	
Building name/number	C/O Browne Jacobson LLP	
Street	6 Bevis Marks	
Post town	London	
County/Region		
Postcode	E C 3 A 7 B A	
Country		

⑥ 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 SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.

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

C3	Member's position	
	The person named consents to act as member of: ⑦	
	<input checked="" type="checkbox"/> the administrative organ of the SE. <input type="checkbox"/> the supervisory organ of the SE. <input type="checkbox"/> the management organ of the SE.	

⑦ Please tick one box.

SE FM04 - continuation page

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Member

C1		Member appointments ①	
		Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.	
Title	Dr		
Full forename(s)	Wolfgang		
Surname	Neubert		
Former name(s) ②			
Country/State of residence ③	Germany		
Nationality	German		
Month/year of birth ④	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">X</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">X</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">m0</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">m7</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">y1</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">y9</div> <div style="border: 1px solid black; padding: 2px 5px; margin-right: 5px;">y5</div> <div style="border: 1px solid black; padding: 2px 5px;">y5</div> </div>		
Business occupation (if any) ⑤			
		<p>① Corporate appointments For corporate member appointments, please complete Sections D1-D5 instead of Section C.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section C5.</p> <p>④ Month and year of birth Please provide month and year only.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointment If you wish to appoint more than one member, please use the 'Member appointments' continuation page.</p>	
C2		Member's service address ⑥	
Building name/number	C/O Browne Jacobson LLP		
Street	6 Bevis Marks		
Post town	London		
County/Region			
Postcode	E C 3 A 7 B A		
Country			
		<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
C3		Member's position	
		<p>The person named consents to act as member of: ⑦</p> <p><input checked="" type="checkbox"/> the administrative organ of the SE.</p> <p><input type="checkbox"/> the supervisory organ of the SE.</p> <p><input type="checkbox"/> the management organ of the SE.</p>	
		<p>⑦ Please tick one box.</p>	

SE FM04 - continuation page

Transformation of a Public Limited Company (PLC) to Societas Europaea (SE)

Member

C1	Member appointments ①	
Please use this section to list all the members of the SE. Please complete Sections C1-C5. For a corporate member, complete Sections D1-D5.		
Title	Dr	
Full forename(s)	Franz	
Surname	Tepper	
Former name(s) ②		
Country/State of residence ③	Germany	
Nationality	German	
Month/year of birth ④	<div>X</div> <div>X</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y0</div>	
Business occupation (if any) ⑤		
<p>① Corporate appointments For corporate member appointments, please complete Sections D1-D5 instead of Section C.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section C5.</p> <p>④ Month and year of birth Please provide month and year only.</p> <p>⑤ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointment If you wish to appoint more than one member, please use the 'Member appointments' continuation page.</p>		
C2	Member's service address ⑥	
Building name/number	C/O Browne Jacobson LLP	
Street	6 Bevis Marks	
Post town	London	
County/Region		
Postcode	E C 3 A 7 B A	
Country		
<p>⑥ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The SE's Registered Office' if your service address will be recorded in the proposed SE's register of members as the SE's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>		
C3	Member's position	
<p>The person named consents to act as member of: ⑦</p> <p><input checked="" type="checkbox"/> the administrative organ of the SE</p> <p><input type="checkbox"/> the supervisory organ of the SE</p> <p><input type="checkbox"/> the management organ of the SE</p>		
<p>⑦ Please tick one box.</p>		

KMG KLINIEN PLC
Company number 07029501

THE COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

Pursuant to Chapter 3 of Part 13 of the Companies Act 2006, the following resolution was passed at a general meeting of the Company on 10 September 2018:

Special resolution

1. That:

- 1.1 it was noted that Thomas & Young Limited in their report, a copy of which is attached to this resolution, certified that the Company has net assets at least in the amount of its capital plus those reserves which, by law and its articles of association, may not be distributed;
- 1.2 the conversion (**Conversion**) of the Company into a Societas Europaea in accordance with article 37(1) of the Council Regulation EC No 2157/2001 on the terms set out in the draft terms of conversion, a copy of which are attached to this resolution, be approved;
- 1.3 subject to and effective from the Conversion, the Company's name be changed to KMG Kliniken SE; and
- 1.4 subject to and effective from the Conversion, the draft statutes, a copy of which are attached to this resolution, be approved for adoption as the statutes of the Company in substitution for its current articles of association.



.....
Director

Company No: 7029501

**STATUTES
OF
KMG KLINIKEN SE**

(Adopted by special resolution
passed 10 September 2018)

brownejacobson

Browne Jacobson LLP
Mowbray House
Castle meadow Road
Nottingham
NG2 1BJ

Tel: (0115) 976 6000
Fax: (0115) 947 5246
DX : 718130 Nottingham 27
E-mail: info@brownejacobson.com

1 **Preliminary**

The regulations contained in schedule 3 of The Companies (Model Articles) Regulations 2008 in force at the time of the adoption of these Articles shall not apply to the Company.

2 **Interpretation**

Defined terms

2.1 In the articles , unless the context requires otherwise:-

“Act”	the Companies Act 2006;
“Administrative Organ”	the body responsible for the management of the Company and in these Articles such term is used interchangeably and should be construed synonymously with the terms Directors, Board or Board of Directors. A reference in the Act to board of directors shall be construed as reference to the Administrative Organ.
“Adoption Date”	the date of adoption of these Articles;
“Alternate” or “Alternate Director”	has the meaning given in article 27;
“appointor”	has the meaning given in article 27;
“A Ordinary Shares”	A Ordinary Shares of 1 Euro each in the Company;
“Articles”	the Company’s statutes for the time being in force adopted pursuant to the SE Regulations;
“Asset Sale”	the sale (whether by one transaction or a series of connected transactions) of the

	whole or substantially the whole of the undertaking of the trading assets or trading subsidiaries of the Group;
“Auditors”	the auditors of the company from time to time;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“B Ordinary Shares”	B Ordinary Shares of 1 Euro each in the Company;
“call”	has the meaning given in article 56;
“call notice”	has the meaning given in article 56;
“certificate”	means a paper certificate (other than a share warrant) evidencing a person’s title to specified shares or other securities;
“certificated”	in relation to a share, means that it is not an uncertificated share or a share in respect of which a share warrant has been issued and is current;
“Chairman”	has the meaning given in article 15;
“Chairman of the Meeting”	has the meaning given in article 33;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“Company”	means KMG Kliniken PLC (Company Number 7029501) and after conversion KMG Kliniken SE;
“Company’s Lien”	has the meaning given in article 54;
“Connected”	has the meaning given in section 252 of the Act;
“Controlling Interest”	an interest in Shares conferring on the holder or holders control of the Company within the meaning of section 840 of the Income and Corporation Taxes Act 1988;
“director”	means a director of the company, and includes any person occupying the position of director, by whatever name called;
“Disposal”	the disposal by the Company of all, or a substantial part of, its business and assets;
“Distribution Recipient”	has the meaning given in article 74;
“Document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“Equity Proceeds”	(a) on a Listing, the valuation placed upon the whole of the Equity Shares as conclusively certified (at the cost of the Company) by the sponsoring broker, calculated on

the basis of the issue price referred to in the prospectus (or listing particulars) published in connection with the Listing, LESS the gross amount of any new money raised by the Company from the subscription for new shares issued by the Company at the time of and in connection with the Listing and LESS the costs and expenses of the Listing; and

- (b) on a Share Sale, the price paid for all the Equity Shares calculated by reference to the price paid upon such sale PLUS the cash value of any other sum (in cash or otherwise) received or receivable by the members (or any of them) which can reasonably be regarded as an addition to the price for the Equity Shares (whether or not paid at the time of the Share Sale) and to the extent that the consideration for the Share Sale includes shares, loan notes or an element of deferred or contingent consideration, its value shall be the present value of such consideration (but, for the avoidance of doubt, excluding any sums paid to any holder of Equity Shares at or immediately prior to the Share Sale as repayment of debt, interest or commission) and LESS the costs and expenses of the

shareholders in connection with the Share Sale; and

- (c) on an Asset Sale, the price paid upon such sale PLUS the cash value of any other sum (in cash or otherwise) received or receivable by the Company or its trading subsidiaries (or any of them) which can reasonably be regarded as an addition to the price for the Asset Sale (whether or not paid at the time of the Asset Sale) and to the extent that the consideration for the Asset Sale includes shares, loan notes or an element of deferred or contingent consideration, its value shall be the present value of such consideration (in each case after payment of any applicable taxation by the Company and its subsidiaries) PLUS (or minus) the consolidated net asset value (or net liabilities) of all other assets and liabilities of the Company and its subsidiaries not subject to the Asset Sale as agreed by the holder of the majority of the Preferred Shares and the holders of majority of the Ordinary Shares LESS the costs and expenses of the Company or its subsidiaries in connection with the Asset Sale;
- (d) on a Liquidation, a sum equal to the total amount that is available

	for distribution amongst the holders of the Equity Shares (not previously accounted for by way of an Asset Sale);
“Equity Shares”	the Ordinary Shares and the Preferred Shares;
“Fully Paid”	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
“German Tax Authority”	the “Finanzamt” or other German “Steuerbehörde” dealing with the taxes of the Company and/or KMG Kliniken AG and/or Dr. Wolfgang Neubert and/or Dr. Barbara Neubert;
“Group”	the Company and its subsidiaries (if any) from time to time and Group Company shall be construed accordingly;
“hard copy form”	has the meaning given in section 1168 of the Companies Act 2006;
“Hidden Reserve”	the difference between the market value (“gemeiner Wert”) and the book value (“Buchwert”) of the shares transferred to the company pursuant to the Share Exchange Agreement as at the date of such agreement as subsequently determined by the German Tax Authority;
“holder”	in relation to shares means the person whose name is entered in the register of members as the holder of the shares, or, in the case of a share in respect of

	which a share warrant has been issued (and not cancelled), the person in possession of that warrant;
“Holding Company”	has the meaning given in section 1159 of the Act;
“instrument”	means a document in hard copy form;
“KMG Subsidiaries”	KMG Subsidiaries means KMG Klinikum Güstrow GmbH, KMG Klinikum Havelberg GmbH, KMG Gesundheitszentrum GmbH, KMG Sicherheitsservice GmbH, KMG Seniorenheime GmbH, KMG Seniorenheim Elbeblick GmbH, KMG Business Center GmbH, CuraTec Servicegesellschaft GmbH, CuraTec Süd-Ost Servicegesellschaft GmbH, KMG Baufördergesellschaft mbH, Crition GmbH, Wäscherei “Kutscher” GmbH, KMG Bildungsakademie gGmbH, Unternehmensgruppe Dr. Neubert Verwaltungs GmbH, KMG Seniorenresidenz Haus Goethe GmbH, KMG Seniorenresidenz Haus Fontane GmbH, KMG Klinik Management GmbH, KMG Grundstücksverwaltungs GmbH & Co. KG, KMG Immobilien Verwaltungsgesellschaft mbH and any other subsidiaries of KMG Kliniken AG;
“lien enforcement notice”	has the meaning given in article 55;
“Liquidation”	the winding up or liquidation of the Company;
“Listing”	the admission of any part of the equity

	share capital of the Company to the Official List of the London Stock Exchange or the admission by the London Stock Exchange of any part of the equity share capital of the Company to trading on the Alternative Investment Market of the London Stock Exchange or the admission of any part of the equity share capital of the Company on any other recognised investment exchange (as defined by section 285 Financial Services and Markets Act 2000) and, in each case, such admission becoming effective;
“member”	has the meaning given in section 112 of the Companies Act 2006;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“Ordinary Shares”	the A Ordinary and B Ordinary shares of 1 Euro each in the capital of the Company;
“paid”	means paid or credited as paid;
“participate”	in relation to a directors’ meeting, has the meaning given in article 12;
“partly paid”	in relation to a share means that part of that share’s nominal value or any premium at which it was issued has not been paid to the company;
“Preferred Shares”	the non voting preferred shares of 1 Euro each in the capital of the Company;

“Proxy Notice”	has the meaning given in article 40;
“Realisation”	a Share Sale, Asset Sale, Listing or Liquidation;
“SE Regulations”	the Council Regulation (EC) no 2157/2001 of 8th October 2001 on the Statute for a European Company (SE);
“securities seal”	has the meaning given in article 49;
“Share Exchange Agreement”	Collectively the agreement pertaining to the transfer of 94% of the shares of the subsidiaries of KMG Kliniken AG to an English company (“Vereinbarung betreffend die Einbringung von GmbH-Geschäftsanteilen an den Tochtergesellschaften der KMG Kliniken AG in eine englische Kapitalgesellschaft”) and the notarial share transfer agreement (“Einbringungsvertrag”) to be entered into on 12 January 2010 between KMG Kliniken AG (the “KMG AG”) (1) and the Company (2) under which the KMG AG is to transfer 94% of its shares and interest in the KMG Subsidiaries to the Company in exchange for an allotment of preferred shares in the Company;
“Shareholder”	a holder for the time being of Shares;
“Shares”	shares (of any class) in the capital of the Company;
“Share Sale”	the sale of (or the grant of a right to acquire or dispose of) any Shares (in one transaction or as a series of transactions) which would, if

completed, result in the buyer of those Shares (or grantee of that right) and persons acting in concert with him together acquiring a Controlling Interest, except where the members and the proportion of Shares held by each of them following completion of the sale are the same as the members and their shareholdings in the Company immediately before the sale;

“special resolution”	has the meaning given in section 283 of the Companies Act 2006;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“transmittee”	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;
“uncertificated”	in relation to a share means that, by virtue of legislation (other than section 778 of the Companies Act 2006) permitting title to shares to be evidenced and transferred without a certificate, title to that share is evidenced and may be transferred without a certificate;
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 2.2 A reference in these Articles to an Article is a reference to the relevant numbered article of these Articles unless expressly provided otherwise.
- 2.3 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles (but excluding any statutory modification of them not in force on the Adoption Date).
- 2.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 2.5 In these Articles, words denoting the singular include the plural and vice versa and reference to one gender includes the other gender and neuter and vice versa.
- 2.6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 2.6.1 any subordinate legislation from time to time made under it; and
- 2.6.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

3 **Liability of members**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

SHARE RIGHTS

4 **Share capital**

- 4.1 On a return of capital on liquidation or capital reduction or otherwise. The surplus assets of the Company remaining after the payment of its liabilities and the costs, charges and expenses of liquidation, where applicable, shall be applied in paying to the holders of the Equity Shares an amount calculated in accordance with

Article 89.

- 4.2 The A Ordinary Shares and the B Ordinary Shares will rank equally for all purposes save for dividend and distribution purposes as set out in Article 73.

5 **Voting**

- 5.1 The holders of Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meetings of the Company. Each holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall, on a show of hands, have one vote.
- 5.2 The holders of Preferred Shares shall not be entitled to receive notice or to attend and speak at any general meetings of the Company, or to vote at any such meeting.

POWERS AND RESPONSIBILITIES

6 **General authority**

The Company shall have a single tier Administrative Organ for the purpose of the SE Regulations. Subject to the Articles and to the applicable provisions for the time being of the Act, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7 **Representation of the Company by the Directors**

- 7.1 Subject to the Articles and except for the specific authority of the non-executive directors pursuant to article 7.3 below, the Company shall be represented by the executive directors in all matters (including court proceedings).
- 7.2 If there is only one executive director appointed, then he shall represent the Company acting alone. If several executive directors are appointed, the Company shall be represented by any two executive directors. The members may, by special resolution,

appoint any executive director(s) with authority to act either alone or jointly as legal representative(s) of the Company.

7.3 The non-executive directors do not have the authority to represent and bind the Company in relation to arrangements and agreements with third parties unless the members, by special resolution, authorise any named non-executive director to represent and bind the Company. The resolution of the members must specify if the relevant non-executive director(s) shall have the authority to represent and bind the Company alone or together with a non-executive director or executive director.

7.4 The Company intends to conduct business in Germany only. The members may, by special resolution, relieve any director from the restrictions of § 181 German Civil Code or Bürgerliches Gesetzbuch (BGB) in whole or in part and for any individual matter only or generally for all matters.

8 Members' reserve power

8.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9 Directors may delegate

9.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the articles;

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions;

as they think fit.

- 9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10 Committees

- 10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION MAKING BY DIRECTORS

11 Directors to take decisions collectively

Decisions of directors may be taken:

- 11.1 at a directors' meeting; or
- 11.2 in the form of a directors' written resolution.

12 Calling a directors' meeting

- 12.1 Any director may call a directors' meeting.
- 12.2 The Company Secretary must call a directors' meeting if a director so requests.
- 12.3 A directors' meeting is called by giving notice of the meeting to the directors.
- 12.4 Notice of any directors' meeting must indicate;

12.4.1 its proposed date and time;

12.4.2 where it is to take place; and

12.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.5 Notice of a directors' meeting must be given to each director, but need not be in writing.

12.6 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 Participating in directors' meetings

13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when;

13.1.1 the meeting has been called and takes place in accordance with the articles, and

13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14 Quorum for directors' meetings

14.1 At a directors' meeting, unless a quorum is participating, no

proposal is to be voted on, except a proposal to call another meeting.

- 14.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

15 **Meetings where total number of directors is less than quorum**

- 15.1 This article applies where the total number of directors for the time being is less than the quorum for directors' meetings.

- 15.2 If there is only one director, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

- 15.3 If there is more than one director;

15.3.1 a directors' meeting may take place, if it is called in accordance with the articles and at least two directors participate in it, with a view to appointing sufficient directors to make up a quorum or calling a general meeting to do so, and

15.3.2 if a directors' meeting is called but only one director attends at the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

16 **Chairing directors' meetings**

- 16.1 The directors may appoint a director to chair their meetings.

- 16.2 The person so appointed for the time being is known as the chairman.

- 16.3 The directors may appoint other directors as deputy or assistant chairmen to chair directors' meetings in the chairman's absence.

- 16.4 The directors may terminate the appointment of the chairman, deputy or assistant chairman at any time.

16.5 If neither the chairman nor any director appointed generally to chair directors' meetings in the chairman's absence is participating in a meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17 Voting at directors' meetings

17.1 Subject to the articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.

17.2 Subject to the articles, each director participating in a directors' meeting has one vote.

17.3 Subject to the articles, if a director has an interest in an actual or proposed transaction or arrangement with the company that director and that director's alternate may vote on any proposal relating to it and may be counted in the quorum.

17.4 Whilst Dr. Wolfgang Neubert is a director of the company he shall be entitled at any meeting of the directors to such number of votes as would result in him having a majority of the votes cast at such meeting.

18 Chairman's casting vote

In the case of an equality of votes at a meeting of the Board, the chairman or other director chairing the meeting shall not have a second or casting vote.

19 Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who is:

19.1 not participating in a directors' meeting, and

19.2 would have been entitled to vote if they were participating in it.

20 Conflicts of interest

20.1 For the purposes of section 175 of the Companies Act 2006, the

board may authorise any matter proposed to it in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if:

20.1.1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and

20.1.2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The board may vary or terminate any such authorisation at any time.

For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

20.2 Provided that he has disclosed to the board the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required), a director notwithstanding his office:

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

20.2.2 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

20.2.3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate or in which the Company is otherwise (directly or indirectly) interested.

20.3 A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

20.3.1 the acceptance, entry into or existence of which has been approved by the board pursuant to Article 20.1 (subject, in any such case, to any limits or conditions to which such approval was subject); or

20.3.2 which he is permitted to hold or enter into by virtue of articles 20.2.1, 20.2.2, or 20.2.3;

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

20.4 Any disclosure required by Article 20.2 may be made at a meeting of the board, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.

20.5 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the board pursuant to Article 20.2. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:

20.5.1 to disclose any such information to the board or to any director or other officer or employee of the Company; and/or

20.5.2 to use or apply any such information in performing his duties as a director of the Company.

20.6 Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 20.2 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he:

20.6.1 absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

20.6.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

20.7 The provisions of Articles 20.5 and 20.6 are without prejudice to any equitable principle or rule of law which may excuse the director from disclosing information, in circumstances where disclosure would otherwise be required under these Articles.

21 **Proposing directors' written resolutions**

21.1 Any director may propose a directors' written resolution.

21.2 The company secretary must propose a directors' written resolution if a director so requests.

21.3 A directors' written resolution is proposed by giving notice of the proposed resolution to the directors.

- 21.4 Notice of a proposed directors' written resolution must indicate;
- 21.4.1 the proposed resolution, and
- 21.4.2 the time by which it is proposed that the directors should adopt it.
- 21.5 Notice of a proposed directors' written resolution must be given in writing to each director.
- 21.6 Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.

22 Adopting a directors' written resolution

- 22.1 A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting.
- 22.2 It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- 22.3 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.
- 22.4 The company secretary must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption.

23 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

24 **Methods of appointing directors**

Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution of the members of the Company.

25 **Termination of director's appointment**

A person ceases to be a director as soon as:

- 25.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 25.2 a bankruptcy order is made against that person;
- 25.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 25.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 25.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 25.6 notification is received by the company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms.

26 **Retirement of members of the organs of the Company**

- 26.1 At the sixth annual general meeting following the adoption of these Articles all the members of the Administrative Organ must retire from office. At every subsequent annual general meeting any such members attending their sixth annual general meeting must retire from office.
- 26.2 A member who retires at an annual general meeting (whether by

rotation or otherwise) may, if willing to act, be re-appointed if he is not re-appointed or deemed to have been re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

- 26.3 At any annual general meeting at which a member retires by rotation the Company may fill the vacancy and, if it does not do so, the remaining member shall, if willing, be deemed to have been re-appointed unless it is expressly resolved not to fill the vacancy or a resolution for the re-appointment of the member is put to the meeting and lost.

27 Directors' remuneration

- 27.1 Directors may undertake any services for the company that the directors decide.
- 27.2 Directors are entitled to such remuneration as the directors determine;
- 27.2.1 for their services to the company as directors, and
- 27.2.2 for any other service which they undertake for the company.
- 27.3 Subject to the articles, a director's remuneration may;
- 27.3.1 take any form, and
- 27.3.2 include 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 director.
- 27.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 27.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

28 Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at;

- 28.1 meetings of directors or committees of directors,
- 28.2 general meetings, or
- 28.3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

ALTERNATE DIRECTORS

29 Appointment and removal of alternates

- 29.1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to;
 - 29.1.1 exercise that director's powers, and
 - 29.1.2 carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 29.2 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.
- 29.3 The notice must;
 - 29.3.1 identify the proposed alternate, and
 - 29.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

30 **Rights and responsibilities of alternate directors**

30.1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.

30.2 Except as the articles specify otherwise, alternate directors;

30.2.1 are deemed for all purposes to be directors;

30.2.2 are liable for their own acts and omissions;

30.2.3 are subject to the same restrictions as their appointors; and

30.2.4 are not deemed to be agents of or for their appointors.

30.3 A person who is an alternate director but not a director;

30.3.1 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

30.3.2 may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

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

30.4 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

31 **Termination of alternate directorship**

31.1 An alternate director's appointment as an alternate terminates;

31.1.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;

31.1.2 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 appointment as a director;

31.1.3 on the death of the alternate's appointor; or

31.1.4 when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting.

ORGANISATION OF GENERAL MEETINGS

32 **Members can call general meeting if not enough directors**

If:

32.1 the company has fewer than two directors, and

32.2 the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

32.3 then one or more members may call a general meeting (or instruct the company secretary to do so) for the purpose of appointing one or more directors.

33 **Attendance and speaking at general meetings**

33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A person is able to exercise the right to vote at a general meeting when;

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33.2.2 that person's vote can be taken into account in determining

whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

33.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34 **Quorum for general meetings**

34.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two persons present in person or by proxy.

34.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35 **Chairing general meetings**

35.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

35.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

35.2.1 the directors present, or

35.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

35.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

36 Attendance and speaking by directors and non-members

36.1 Directors may attend and speak at general meetings, whether or not they are members.

36.2 The chairman of the meeting may permit other persons who are not;

36.2.1 members of the company, or

36.2.2 otherwise entitled to exercise the rights of members in relation to general meetings,

to attend and speak at a general meeting.

37 Adjournment

37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment, or

37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.4 When adjourning a general meeting, the chairman of the meeting must:

37.4.1 either specify the time and place to which it is adjourned or

state that it is to continue at a time and place to be fixed by the directors, and

37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

37.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and

37.5.2 containing the same information which such notice is required to contain.

37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38 **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

39 **Errors and disputes**

39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

39.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

40 **Demanding a poll**

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote, or

40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

40.2 A poll may be demanded by:

40.2.1 the chairman of the meeting;

40.2.2 the directors;

40.2.3 two or more persons having the right to vote on the resolution; or

40.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken, and

40.3.2 the chairman of the meeting consents to the withdrawal.

41 **Procedure on a poll**

41.1 Subject to the articles, polls at general meetings must be taken when, where and in such manner as the chairman of the meeting directs.

41.2 The chairman of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

41.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

41.4 A poll on:

41.4.1 the election of the chairman of the meeting, or

41.4.2 a question of adjournment,

must be taken immediately.

41.5 Other polls must be taken within 30 days of their being demanded.

41.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

41.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

41.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

42 **Content of proxy notices**

42.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

42.1.1 states the name and address of the member appointing the proxy;

42.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

42.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

42.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- 42.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as;
 - 42.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 42.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43 **Delivery of proxy notices**

- 43.1 Any notice of a general meeting must specify the address or addresses ("proxy notification address") at which the company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- 43.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 43.3 Subject to paragraphs 41.4 and 41.5, a proxy notice must be delivered to a proxy notification address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 43.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.

43.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:

43.5.1 in accordance with paragraph 41.3; or

43.5.2 at the meeting at which the poll was demanded to the chairman, secretary or any director.

43.6 An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a proxy notification address.

43.7 A notice revoking a proxy appointment only takes effect if it is delivered before;

43.7.1 the start of the meeting or adjourned meeting to which it relates, or

43.7.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

43.8 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44 **Amendments to resolutions**

44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

44.1.1 notice of the proposed amendment is given to the company secretary in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

44.1.2 the proposed amendment does not, in the reasonable opinion

of the chairman of the meeting, materially alter the scope of the resolution.

44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;

44.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

44.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

RESTRICTIONS ON MEMBERS RIGHTS

45 **No voting of shares on which money owed to company**

No voting rights attached to a share may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the company in respect of that share have been paid.

APPLICATION OF RULES TO CLASS MEETINGS

46 **Class meetings**

The provisions of the articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

PART 4

SHARES AND DISTRIBUTIONS

ISSUE OF SHARES

47 **Powers to issue different classes of share**

47.1 Subject to the articles, but without prejudice to the rights attached

to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

- 47.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

48 **Payment of commissions on subscription for shares**

- 48.1 The company may pay any person a commission in consideration for that person:

48.1.1 subscribing, or agreeing to subscribe, for shares, or

48.1.2 procuring, or agreeing to procure, subscriptions for shares.

- 48.2 Any such commission may be paid:

48.2.1 in cash, or in fully paid or partly paid shares or other securities, or partly in one way and partly in the other, and

48.2.2 in respect of a conditional or an absolute subscription.

INTERESTS IN SHARES

49 **Company not bound by less than absolute interests**

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

SHARE CERTIFICATES

50 **Certificates to be issued except in certain cases**

- 50.1 The company must issue each member with one or more certificates in respect of the shares which that member holds.

- 50.2 This article does not apply to:

50.2.1 uncertificated shares;

50.2.2 shares in respect of which a share warrant has been issued;
or

50.2.3 shares in respect of which the Companies Acts permit the
company not to issue a certificate.

50.3 Except as otherwise specified in the articles, all certificates must be
issued free of charge.

50.4 No certificate may be issued in respect of shares of more than one
class.

50.5 If more than one person holds a share, only one certificate may be
issued in respect of it.

51 Contents and execution of share certificates

51.1 Every certificate must specify:

51.1.1 in respect of how many shares, of what class, it is issued;

51.1.2 the nominal value of those shares;

51.1.3 the amount paid up on them; and

51.1.4 any distinguishing numbers assigned to them.

51.2 Certificates must:

51.2.1 have affixed to them the company's common seal or an
official seal which is a facsimile of the company's common
seal with the addition on its face of the word "Securities" (a
"securities seal"), or

51.2.2 be otherwise executed in accordance with the Companies
Acts.

52 Consolidated share certificates

52.1 When a member's holding of shares of a particular class increases,

the company may issue that member with;

52.1.1 a single, consolidated certificate in respect of all the shares of a particular class which that member holds, or

52.1.2 a separate certificate in respect of only those shares by which that member's holding has increased.

52.2 When a member's holding of shares of a particular class is reduced, the company must ensure that the member is issued with one or more certificates in respect of the number of shares held by the member after that reduction. But the company need not (in the absence of a request from the member) issue any new certificate if;

52.2.1 all the shares which the member no longer holds as a result of the reduction, and

52.2.2 none of the shares which the member retains following the reduction,

were, immediately before the reduction, represented by the same certificate.

52.3 A member may request the company, in writing, to replace;

52.3.1 the member's separate certificates with a consolidated certificate, or

52.3.2 the member's consolidated certificate with two or more separate certificates representing such proportion of the shares as the member may specify.

52.4 When the company complies with such a request it may charge such reasonable fee as the directors may decide for doing so.

52.5 A consolidated certificate must not be issued unless any certificates which it is to replace have first been returned to the company for cancellation.

53 Replacement share certificates

- 53.1 If a certificate issued in respect of a member's shares is;
- 53.1.1 damaged or defaced, or
- 53.1.2 said to be lost, stolen or destroyed,
- that member is entitled to be issued with a replacement certificate in respect of the same shares.
- 53.2 A member exercising the right to be issued with such a replacement certificate;
- 53.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;
- 53.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- 53.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

SHARES NOT HELD IN CERTIFICATED FORM

54 Uncertificated shares

- 54.1 In this article, "the relevant rules" means;
- 54.1.1 any applicable provision of the Companies Acts about the holding, evidencing of title to, or transfer of shares other than in certificated form, and
- 54.1.2 any applicable legislation, rules or other arrangements made under or by virtue of such provision.
- 54.2 The provisions of this article have effect subject to the relevant rules.
- 54.3 Any provision of the articles which is inconsistent with the relevant rules must be disregarded, to the extent that it is inconsistent, whenever the relevant rules apply.

- 54.4 Any share or class of shares of the company may be issued or held on such terms, or in such a way, that;
 - 54.4.1 title to it or them is not, or must not be, evidenced by a certificate, or
 - 54.4.2 it or they may or must be transferred wholly or partly without a certificate.
- 54.5 The directors have power to take such steps as they think fit in relation to;
 - 54.5.1 the evidencing of and transfer of title to uncertificated shares (including in connection with the issue of such shares);
 - 54.5.2 any records relating to the holding of uncertificated shares;
 - 54.5.3 the conversion of certificated shares into uncertificated shares; or
 - 54.5.4 the conversion of uncertificated shares into certificated shares.
- 54.6 The company may by notice to the holder of a share require that share;
 - 54.6.1 if it is uncertificated, to be converted into certificated form, and
 - 54.6.2 if it is certificated, to be converted into uncertificated form, to enable it to be dealt with in accordance with the articles.
- 54.7 If;
 - 54.7.1 the articles give the directors power to take action, or require other persons to take action, in order to sell, transfer or otherwise dispose of shares, and
 - 54.7.2 uncertificated shares are subject to that power, but the power is expressed in terms which assume the use of a

certificate or other written instrument,

the directors may take such action as is necessary or expedient to achieve the same results when exercising that power in relation to uncertificated shares.

54.8 In particular, the directors may take such action as they consider appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertificated share or otherwise to enforce a lien in respect of it.

54.9 Unless the directors otherwise determine, shares which a member holds in uncertificated form must be treated as separate holdings from any shares which that member holds in certificated form.

54.10 A class of shares must not be treated as two classes simply because some shares of that class are held in certificated form and others are held in uncertificated form.

55 Share warrants

55.1 The directors may issue a share warrant in respect of any fully paid share.

55.2 Share warrants must be;

55.2.1 issued in such form, and

55.2.2 executed in such manner,

as the directors decide.

55.3 A share represented by a share warrant may be transferred by delivery of the warrant representing it.

55.4 The directors may make provision for the payment of dividends in respect of any share represented by a share warrant.

55.5 Subject to the articles, the directors may decide the conditions on which any share warrant is issued. In particular, they may;

- 55.5.1 decide the conditions on which new warrants are to be issued in place of warrants which are damaged or defaced, or said to have been lost, stolen or destroyed;
- 55.5.2 decide the conditions on which bearers of warrants are entitled to attend and vote at general meetings;
- 55.5.3 decide the conditions subject to which bearers of warrants may surrender their warrant so as to hold their shares in certificated or uncertificated form instead; and
- 55.5.4 vary the conditions of issue of any warrant from time to time, and the bearer of a warrant is subject to the conditions and procedures in force in relation to it, whether or not they were decided or specified before the warrant was issued.
- 55.6 Subject to the conditions on which the warrants are issued from time to time, bearers of share warrants have the same rights and privileges as they would if their names had been included in the register as holders of the shares represented by their warrants.
- 55.7 The company must not in any way be bound by or recognise any interest in a share represented by a share warrant other than the absolute right of the bearer of that warrant to that warrant.

PARTLY PAID SHARES

56 Company's lien over partly paid shares

- 56.1 The company has a lien ("the company's lien") over every share which is partly paid for any part of;
 - 56.1.1 that share's nominal value, and
 - 56.1.2 any premium at which it was issued,
 which has not been paid to the company, and which is payable immediately or at some time in the future, whether or not a call notice has been sent in respect of it.

56.2 The company's lien over a share;

56.2.1 takes priority over any third party's interest in that share,
and

56.2.2 extends to any dividend or other money payable by the
company in respect of that share and (if the lien is enforced
and the share is sold by the company) the proceeds of sale of
that share.

56.3 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.

57 Enforcement of the company's lien

57.1 Subject to the provisions of this article, if;

57.1.1 a lien enforcement notice has been given in respect of a
share, and

57.1.2 the person to whom the notice was given has failed to comply
with it,

the company may sell that share in such manner as the directors
decide.

57.2 A lien enforcement notice;

57.2.1 may only be given in respect of a share which is subject to
the company's lien, in respect of which a sum is payable and
the due date for payment of that sum has passed;

57.2.2 must specify the share concerned;

57.2.3 must require payment of the sum payable within 14 days of
the notice;

57.2.4 must be addressed either to the holder of the share or to a
person entitled to it by reason of the holder's death,
bankruptcy or otherwise; and

57.2.5 must state the company's intention to sell the share if the notice is not complied with.

57.3 Where shares are sold under this article;

57.3.1 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*

57.3.2 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.

57.4 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;

57.4.1 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,

57.4.2 second, 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.

57.5 A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date;

57.5.1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and

57.5.2 subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share.

58 Call notices

58.1 Subject to the 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.

58.2 A call notice;

58.2.1 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);

58.2.2 must state when and how any call to which it relates it is to be paid; and

58.2.3 may permit or require the call to be paid by instalments.

58.3 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 notice was sent.

58.4 Before the company has received any call due under a call notice the directors may;

58.4.1 revoke it wholly or in part, or

58.4.2 specify a later time for payment than is specified in the notice,

58.4.3 by a further notice in writing to the member in respect of whose shares the call is made.

59 Liability to pay calls

59.1 Liability to pay a call is *not* extinguished or transferred by transferring the shares in respect of which it is required to be paid.

59.2 Joint holders of a share are jointly and severally liable to pay all

calls in respect of that share.

59.3 Subject to the terms on which shares are allotted, the directors may, when issuing shares, provide that call notices sent to the holders of those shares may require them;

59.3.1 to pay calls which are not the same, or

59.3.2 to pay calls at different times.

60 **When call notice need not be issued**

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

60.1.1 on allotment;

60.1.2 on the occurrence of a particular event; or

60.1.3 on a date fixed by or in accordance with the terms of issue.

60.2 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.

61 **Failure to comply with call notice: automatic consequences**

61.1 If a person is liable to pay a call and fails to do so by the call payment date;

61.1.1 the directors may issue a notice of intended forfeiture to that person, and

61.1.2 until the call is paid, that person must pay the company interest on the call from the call payment date at the relevant rate.

61.2 For the purposes of this article;

61.2.1 the “call payment date” is the time when 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;

61.2.2 the “relevant rate” is;

- (a) the rate fixed by the terms on which the share in respect of which the call is due was allotted;
- (b) such other rate as was fixed in the call notice which required payment of the call, or has otherwise been determined by the directors; or
- (c) if no rate is fixed in either of these ways, 5 per cent per annum.

61.3 The relevant rate must not exceed by more than 5 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.

61.4 The directors may waive any obligation to pay interest on a call wholly or in part.

62 Notice of intended forfeiture

62.1 A notice of intended forfeiture;

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

62.3 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;

62.4 must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice;

62.5 must state how the payment is to be made; and

62.6 must state that if the notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited.

63 Directors' power to forfeit shares

63.1 If a notice of intended forfeiture is not complied with before the date by which payment of the call is required in the notice of intended forfeiture, 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.

64 Effect of forfeiture

64.1 Subject to the articles, the forfeiture of a share extinguishes;

64.1.1 all interests in that share, and all claims and demands against the company in respect of it, and

64.1.2 all other rights and liabilities incidental to the share as between the person whose share it was prior to the forfeiture and the company.

64.2 Any share which is forfeited in accordance with the articles;

64.2.1 is deemed to have been forfeited when the directors decide that it is forfeited;

64.2.2 is deemed to be the property of the company; and

64.2.3 may be sold, re-allotted or otherwise disposed of as the directors think fit.

64.3 If a person's shares have been forfeited;

64.3.1 the company must send that person notice that forfeiture has occurred and record it in the register of members;

64.3.2 that person ceases to be a member in respect of those shares;

64.3.3 that person must surrender the certificate for the shares forfeited to the company for cancellation;

64.3.4 that person remains liable to the company for all sums payable by that person under the articles at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture); and

64.3.5 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.

64.4 At any time before the company disposes of a forfeited share, the directors may decide to cancel the forfeiture on payment of all calls and interest due in respect of it and on such other terms as they think fit.

65 Procedure following forfeiture

65.1 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.

65.2 A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been forfeited on a specified date;

65.2.1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and

65.2.2 subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share.

65.3 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.

65.4 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;

65.4.1 was, or would have become, payable, and

65.4.2 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.

66 Surrender of shares

66.1 A member may surrender any share;

66.1.1 in respect of which the directors may issue a notice of intended forfeiture;

66.1.2 which the directors may forfeit; or

66.1.3 which has been forfeited.

66.2 The directors may accept the surrender of any such share.

66.3 The effect of surrender on a share is the same as the effect of forfeiture on that share.

66.4 A share which has been surrendered may be dealt with in the same way as a share which has been forfeited.

TRANSFER AND TRANSMISSION OF SHARES

67 Transfers of certificated shares

67.1 No share shall be transferred and the directors shall refuse to register a transfer unless prior to such transfer the proposed transferor has obtained the written consent of the holders of the remaining shares.

- 67.2 Certificated shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of;
- 67.2.1 the transferor, and
- 67.2.2 (if any of the shares is partly paid) the transferee.
- 67.3 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 67.4 The company may retain any instrument of transfer which is registered.
- 67.5 The transferor remains the holder of a certificated share until the transferee's name is entered in the register of members as holder of it.
- 67.6 The directors may refuse to register the transfer of a certificated share if;
- 67.6.1 the share is not fully paid;
- 67.6.2 the transfer is not lodged at the company's registered office or such other place as the directors have appointed;
- 67.6.3 the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;
- 67.6.4 the transfer is in respect of more than one class of share; or
- 67.6.5 the transfer is in favour of more than four transferees.
- 67.7 If the directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

68 Transfer of uncertificated shares

A transfer of an uncertificated share must not be registered if it is in favour of more than four transferees.

69 Transmission of shares

69.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

69.2 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.

70 Transmittees' rights

70.1 A transmittee who produces such evidence of entitlement to shares as the directors may properly require;

70.1.1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and

70.1.2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

70.2 But transmittees do not have the right to attend or vote at a general meeting in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

71 Exercise of transmittees' rights

71.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

71.2 If the share is a certificated share and a transmittee wishes to have it transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

71.3 If the share is an uncertificated share and the transmittee wishes to have it transferred to another person, the transmittee must;

71.3.1 procure that all appropriate instructions are given to effect the transfer, or

71.3.2 procure that the uncertificated share is changed into certificated form and then execute an instrument of transfer in respect of it.

71.4 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

72 Transmittees bound by prior notices

72.1 If a notice is given to a member in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the member before the transmittee's name has been entered in the register of members.

CONSOLIDATION OF SHARES

73 Procedure for disposing of fractions of shares

73.1 This article applies where;

73.1.1 there has been a consolidation or division of shares, and

73.1.2 as a result, members are entitled to fractions of shares.

73.2 The directors may;

73.2.1 sell the shares representing the fractions to any person including the company for the best price reasonably obtainable;

73.2.2 in the case of a certificated share, authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and

73.2.3 distribute the net proceeds of sale in due proportion among the holders of the shares.

73.3 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.

73.4 The person to whom the shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions.

73.5 The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

DISTRIBUTIONS

74 Procedure for declaring dividends

74.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

74.2 *A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.*

74.3 No dividend may be declared or paid unless it is in accordance with members' respective rights.

74.4 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.

74.5 For so long as the share capital is as it is at the date of adoption of these Articles, in respect of any dividend declared:

74.5.1 the holders of the A Ordinary Shares shall be entitled to receive, as a class of shares, 3.5% of any dividend declared.

Such dividend shall be shared as between the holders of A Ordinary Shares pro rata to their respective holdings of A Ordinary Shares;

74.5.2 the holders of the B Ordinary Shares shall be entitled to receive, as a class of shares, 66.5% of any dividend declared. Such dividend shall be shared as between the holders of B Ordinary Shares pro rata to their respective holdings of B Ordinary Shares; and

74.5.3 the holders of the Preferred Shares shall be entitled to receive, as a class of shares, 30% of any dividend declared. Such dividend shall be shared as between the holders of Preferred Shares pro rata to their respective holdings of Preferred Shares.

74.6 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

74.7 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

74.8 If the directors act in good faith, they do 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 dividend on shares with deferred or non-preferred rights.

75 Calculation of dividends

75.1 Except as otherwise provided by the articles or the rights attached to shares, all dividends must be;

75.1.1 declared and paid according to the amounts paid up on the shares on which the dividend is paid, and

75.1.2 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.

75.2 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.

75.3 For the purposes 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.

76 Payment of dividends and other distributions

76.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means;

76.1.1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;

76.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;

76.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or

76.1.4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

76.2 In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable;

76.2.1 the holder of the share; or

76.2.2 if the share has two or more joint holders, whichever of them is named first in the register of members; or

76.2.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

77 Deductions from distributions in respect of sums owed to the company

77.1 If;

77.1.1 a share is subject to the company's lien, and

77.1.2 the directors are entitled to issue a lien enforcement notice in respect of it,

they may, instead of issuing a lien enforcement notice, deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share to the extent that they are entitled to require payment under a lien enforcement notice.

77.2 Money so deducted must be used to pay any of the sums payable in respect of that share.

77.3 The company must notify the distribution recipient in writing of;

77.3.1 the fact and amount of any such deduction;

77.3.2 any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction; and

77.3.3 how the money deducted has been applied.

78 No interest on distributions

78.1 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by;

78.1.1 the terms on which the share was issued, or

78.1.2 the provisions of another agreement between the holder of

that share and the company.

79 Unclaimed distributions

- 79.1 All dividends or other sums which are;
 - 79.1.1 payable in respect of shares, and
 - 79.1.2 unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the company until claimed.
- 79.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
- 79.3 If;
 - 79.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment, and
 - 79.3.2 the distribution recipient has not claimed it, the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

80 Non-cash distributions

- 80.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- 80.2 If the shares in respect of which such a non-cash distribution is paid are uncertificated, any shares in the company which are issued as a non-cash distribution in respect of them must be uncertificated.
- 80.3 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any

difficulty arises regarding the distribution;

80.3.1 fixing the value of any assets;

80.3.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

80.3.3 vesting any assets in trustees.

81 Waiver of distributions

81.1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if;

81.1.1 the share has more than one holder, or

81.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

82 Authority to capitalise and appropriation of capitalised sums

82.1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution;

82.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

82.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the

“persons entitled”) and in the same proportions.

82.2 Capitalised sums must be applied;

82.2.1 on behalf of the persons entitled, and

82.2.2 in the same proportions as a dividend would have been distributed to them.

82.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

82.4 A capitalised sum which was appropriated from profits available for distribution may be applied;

82.4.1 in or towards paying up any amounts unpaid on existing shares held by the persons entitled, or

82.4.2 in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

82.5 Subject to the articles the directors may;

82.5.1 apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;

82.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and

82.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

COMMUNICATIONS

83 Means of communication to be used

- 83.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 83.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 83.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 83.4 To the extent legally permitted or required all publications (Bekanntmachungen) of the Company shall be made in the German electronic federal gazette (elektronischer Bundesanzeiger), only.

84 Failure to notify contact details

- 84.1 If;
- 84.1.1 the company sends two consecutive documents to a member over a period of at least 12 months, and
- 84.1.2 each of those documents is returned undelivered, or the company receives notification that it has not been delivered,
- that member ceases to be entitled to receive notices from the company.
- 84.2 A member who has ceased to be entitled to receive notices from the company becomes entitled to receive such notices again by sending the company;

84.2.1 a new address to be recorded in the register of members, or

84.2.2 if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.

ADMINISTRATIVE ARRANGEMENTS

85 Company seals

85.1 Any common seal may only be used by the authority of the directors.

85.2 The directors may decide by what means and in what form any common seal or securities seal is to be used.

85.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

85.4 For the purposes of this article, an authorised person is;

85.4.1 any director of the company;

85.4.2 the company secretary; or

85.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

85.5 If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors.

85.6 If the company has a securities seal, it may only be affixed to securities by the company secretary or a person authorised to apply it to securities by the company secretary.

85.7 For the purposes of the articles, references to the securities seal

being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the directors in relation to that document or documents of a class to which it belongs.

86 Destruction of documents

86.1 The company is entitled to destroy;

86.1.1 all instruments of transfer of shares which have been registered, and all other documents on the basis of which any entries are made in the register of members, from six years after the date of registration;

86.1.2 all dividend mandates, variations or cancellations of dividend mandates, and notifications of change of address, from two years after they have been recorded;

86.1.3 all share certificates which have been cancelled from one year after the date of the cancellation;

86.1.4 all paid dividend warrants and cheques from one year after the date of actual payment; and

86.1.5 all proxy notices from one year after the end of the meeting to which the proxy notice relates.

86.2 If the company destroys a document in good faith, in accordance with the articles, and without notice of any claim to which that document may be relevant, it is conclusively presumed in favour of the company that;

86.2.1 entries in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed were duly and properly made;

86.2.2 any instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

86.2.3 any share certificate so destroyed was a valid and effective

certificate duly and properly cancelled; and

86.2.4 any other document so destroyed was a valid and effective document in accordance with its recorded particulars in the books or records of the company.

86.3 This article does not impose on the company any liability which it would not otherwise have if it destroys any document before the time at which this article permits it to do so.

86.4 In this article, references to the destruction of any document include a reference to its being disposed of in any manner.

87 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

88 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

89 Indemnity

89.1 Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against;

89.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

89.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

89.1.3 any other liability incurred by that director as an officer of the company or an associated company.

89.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

89.3 In this article;

89.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

89.3.2 a “relevant director” means any director or former director of the company or an associated company.

90 Insurance

90.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

90.2 In this article;

90.2.1 a “relevant director” means any director or former director of the company or an associated company,

90.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

90.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

91 **Realisation**

91.1 The provisions of this Article 90 shall come into effect upon and simultaneously with the completion of the Share Exchange Agreement and shall not apply unless and until that Agreement is completed.

91.2 On a Realisation the Equity Proceeds shall be applied as between the holders of Equity Shares as follows

Equity Proceeds	Preferred Shares	Ordinary Shares
the amount up to the Hidden Reserve	100%	0%
the amount in excess of the Hidden Reserve	30%	70%

91.3 Any dispute as to the amount or application of the Equity Proceeds may be agreed between the holders of the Preferred Shares and the holders of the Ordinary Shares by members holding a simple majority of the shares of those classes (whose agreement shall bind the holders of that class) (a "Relevant Majority") and in the absence of agreement shall be determined by the Auditors or a firm of independent accountants agreed by a Relevant Majority (or in default of agreement) elected by the President of the Institute of Chartered Accountants in England and Wales at the request of any shareholder. Each form of the Equity Proceeds shall be apportioned accordingly to each Shareholder's respective proportion of the whole Equity Proceeds.

KMG KLINIKEN PLC
REPORT REGARDING THE TRANSFER FROM A UK PLC
TO A EUROPEAN SE COMPANY

Thomas & Young Limited
Chartered Accountants & Registered Auditors

**KMG KLINIKEN PLC
REPORT REGARDING THE TRANSFER FROM A UK PLC
TO A EUROPEAN SE COMPANY**

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2. Terms of reference
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SECTION 1

Introduction

We have been instructed by the Directors of KMG Kliniken plc to confirm that the net assets of the company are at least equal to the amount of its capital plus undistributable reserves so that the company can transfer to a European SE company from a UK Plc.

SECTION 2

Terms of reference

The instruction was provided by Browne Jacobson Solicitors in the first instance and confirmed by Dr. Franz Tepper, a Director of KMG Kliniken Plc subsequently.

The information we relied upon to prepare this report were the December 2017 audited accounts and associated working papers and the client prepared management information for the period ended 30 June 2018.

SECTION 3

Findings

We have reviewed the information provided and made appropriate enquiries of the Directors of the company.

For both the dates under review, we found that the share capital plus undistributable reserves amounted to circa €15m and the net assets circa €28m, thus resulting in the company having adequate coverage for the proposed transfer to a European SE company.

SECTION 4

Conclusion

In our capacity as auditors of KMG Kliniken PLC (company number 07029501) we give the following statement.

In accordance with article 37(6) of the Council Regulation (EC) 2047/2001, we issue the following opinion:

Based on our review of the documents, accounts and papers presented to us as well as the explanations and evidence with which we were provided for the last accounting period ended 31 December 2017, we certify that KMG Kliniken PLC has net assets at least in the amount of its capital plus those reserves which, by law and its articles of association, may not be distributed.

SECTION 5

Further information

If further information is required, please contact:

James Carty FCA FCCA (Director)
Thomas & Young Limited
Carleton House
266-268 Stratford Road
Shirley, Solihull
West Midlands
B90 3AD

0121 733 1111
jcarty@thomasandyoung.co.uk

KMG KLINIKEN PLC
Company number 07029501

Report prepared by the directors of KMG Kliniken plc (Company) explaining the legal and economic aspects of conversion to an SE

This report is produced pursuant to Article 37(4) of Council Regulation (EC) No 2157/2001 (Regulations) to explain the legal and economic aspects of the proposed conversion of the Company to a Societas Europaea (SE) pursuant to Article 2(4) of the Regulations (Conversion) and to indicate the implications for the Company's shareholders of the adoption of the form of an SE. It should be read in conjunction with the circular to the Company's shareholders of which it forms part.

The Company's directors (Directors) are proposing that the Company is converted into an SE and registered with the name "KMG Kliniken SE". The registered office of the Company will remain in England immediately following the Conversion, but it is the intention of the Directors that it shall subsequently be transferred to Germany pursuant to article 8 of the Regulations (Transfer).

The Directors believe that the Conversion and the subsequent Transfer will facilitate the further development of the group of companies of which the Company is the holding company (Group) and reduce administration and professional costs such as audit and legal fees, especially since all of the Group's business activity is carried out in Germany. The Directors believe that the Conversion and the subsequent Transfer will also avoid any legal uncertainty caused by the UK exiting the European Union.

Subject to approval of the Conversion by the Company's shareholders, the Conversion will become effective when the Registrar of Companies for England & Wales re-registers the Company as an SE. Subject to the provisions of the Regulations, an SE is treated as if it were a public limited liability company formed in accordance with the law of the Member State in which it has its registered office. Following the Conversion, but before the Transfer, the Company will therefore still be governed by English company law and the same company law provisions (subject to the Regulations) will apply to the Company as before the Conversion. The Conversion will not, pursuant to Article 37(2) of the Regulations, result in the winding up of the Company or in the creation of a new legal person.

In order to convert to an SE, the Company must file new statutes (Statutes) with the Registrar of Companies for England & Wales, which set out the rights and restrictions attaching to shares in the Company following the Conversion. The Statutes will replace the existing articles of association of the Company. The Statutes are based on the existing articles of association of the Company and contain the additional provisions which are required by the Regulations.

The circular contains a copy of the Statutes. A summary of the differences between the Company's current articles of association and the Statutes is set out in the Draft Terms of Conversion which have been drawn up by the Company and publicised in accordance with article 37 of the Regulations. A copy of the Statutes, together with a copy of the current articles of association of the Company marked to show the changes being proposed, will be available for inspection at the registered offices of the Company and will be published on the Company's website from the date of the circular to the Company's shareholders of which this report forms part, until the time of the Company's general meeting to be held on 1 October 2018 (it being noted that the general meeting may be convened at such earlier time and date with the consent of the shareholders), and for at least 15 minutes prior to the meeting and during the meeting.