


In accordance with Article 2(1) of the Council Regulations (EC) 2157/2001 and Regulation 5 of the European Public Limited-Liability Company Regulations 2004.

SC132 161072/20  
**SE FM01**

 laserform

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

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 form an SE by merger.

✗ **What this form is NOT for**  
You cannot use this form to form an SE by any other means. Do not use this form if any individual person with significant control is applying or has applied for protection from having their details disclosed on the public register. Contact [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk) to get a separate form.



RCS 08/01/2019 #33  
\*R7WPBX8J\*  
COMPANIES HOUSE

## Part 1 SE details

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.  
All fields are mandatory unless specified or indicated by \*

### A1 Proposed name

Proposed name of SE in full ①

R&Q Beta Company SE

① **Duplicate names**  
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A2 SE name restrictions ②

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

☐ I confirm that the proposed 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](http://www.gov.uk/companieshouse)

### A3 Proposed registered office address

Building name/number 71  
Street Fenchurch Street  
Post town  
County/Region London  
Postcode E C 3 M 4 B S  
Country United Kingdom

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**A4**

### Type of merger <sup>①</sup>

- ☐ By acquisition  
☒ By formation of a new SE

<sup>①</sup> Please tick the appropriate box.

**A5**

### Detail of Companies or SEs merging to form an SE

#### Details

Registered number (if applicable)

Name <sup>②</sup>

Registered office address

Postcode

Name of Member   
State and address of registry where documents are filed

#### Details

Registered number (if applicable)

Name <sup>②</sup>

Registered office address

Postcode

Name of Member   
State and address of registry where documents are filed

#### Details

Registered number (if applicable)

Name <sup>②</sup>

Registered office address

Postcode

Name of Member   
State and address of registry where documents are filed

<sup>②</sup> Please indicate the acquiring company / SE with \*.

#### Continuation page

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

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

Subscribed capital £20,013,366.60

**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**

Subscribed capital in other currencies

**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	6	5	1	2	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](http://www.gov.uk/companieshouse)

**B5 Documents attached**

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

**Document description**

- ☒ Statutes of proposed SE named in **Part 1**.
- ☒ Office Copy of Court Order confirming that Article 26 of Council Regulation (EC) No 2157/2001 has been complied with.

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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**

<b>C1 Member appointments ①</b>	
Please use this section to list all the members of the SE. Please complete <b>Sections C1-C5</b> . For a corporate member, complete <b>Sections D1-D5</b> .	
Title *	Mr
Full forename(s)	Michael Logan
Surname	Glover
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m1 m0 y1 y9 y5 y8
Business occupation (if any) ⑤	Director
<b>① Corporate appointments</b> For corporate member appointments, please complete Sections D1-D5 instead of Section C.	
<b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.	
<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section C5.	
<b>④ Month and year of birth</b> Please provide month and year only.	
<b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.	
<b>Additional appointments</b> If you wish to appoint more than one member, please use the 'Member appointments' continuation page.	
<b>C2 Member's service address ⑥</b>	
Building name/number	71
Street	Fenchurch Street
Post town	
County/Region	London
Postcode	E C 3 M 4 B S
Country	United Kingdom
<b>⑥ Service address</b> 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.	
<b>C3 Member's position</b>	
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.	
<b>⑦ Please tick one box.</b>	

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### Member

<b>C1</b>	<b>Member appointments ①</b>	
Please use this section to list all the members of the SE. Please complete <b>Sections C1-C5</b> . For a corporate member, complete <b>Sections D1-D5</b> .		
Title	Mr	
Full forename(s)	Mark Andrew	
Surname	Langridge	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Month/year of birth ④	X X m <sub>0</sub> m <sub>7</sub> y <sub>1</sub> y <sub>9</sub> y <sub>6</sub> y <sub>3</sub>	
Business occupation (if any) ⑤	Director	
<b>① Appointments</b> <b>Corporate appointments</b> For corporate member appointments, please complete Sections D1-D5 instead of Section C.  <b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section C5.  <b>④ Month and year of birth</b> Please provide month and year only.  <b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.  <b>Additional appointments</b> If you wish to appoint more than one member, please use the 'Member appointments' continuation page.		

<b>C2</b>	<b>Member's service address ⑥</b>	
Building name/number	71	
Street	Fenchurch Street	
Post town		
County/Region	London	
Postcode	E C 3 M 4 B S	
Country	United Kingdom	
<b>⑥ Service address</b> 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.		

<b>C3</b>	<b>Member's position</b>	
The person named consents to act as member of: ①		<b>① Please tick one box.</b>
<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.		

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### Corporate member

**D1**

#### Corporate member appointments <sup>1</sup>

Please use this section to list all the corporate members of the SE.  
**Please complete Sections D1-D5.**

Name of corporate  
body or firm

Building name/number  
<sup>2</sup>

Street

Post town

County/Region

Postcode

Country

**<sup>1</sup> Additional appointments**

If you wish to appoint more than one corporate member, please use the 'Corporate member appointments' continuation page.

**<sup>2</sup> 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.

**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 <sup>3</sup>

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

Where the company/  
firm is registered <sup>4</sup>

Registration number

**<sup>3</sup> EEA**

A full list of countries of the EEA can be found in our guidance:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**<sup>4</sup>** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**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.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered <sup>5</sup>

If applicable, the  
registration number

**<sup>5</sup> 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.

In accordance with  
Article 2(1) of the Council  
Regulations (EC)2157/2001  
and Regulation 5 of  
the European Public  
Limited-Liability Company  
Regulations 2004.

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United Kingdom (UK)

**D5**

### Corporate member's position

The person named consents to act as member of: ①

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

① Please tick one box.

## SE FM01

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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](mailto: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 6 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

<b>E3</b>	<b>Individual's details</b>	
	Use <b>sections E3-E9</b> 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 *	Mr	
Full forename(s)	Kenneth Edward	
Surname	Randall	
Country/State of residence ①	United Kingdom	
Nationality	British	
Month/year of birth ②	X X m0 m5 y1 y9 y4 y8	
<b>E4</b>	<b>Individual's service address ③</b>	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in <b>Section E6</b> .	
Building name/number	71	
Street	Fenchurch Street	
Post town	London	
County/Region		
Postcode	E C 3 M 4 B S	
Country	United Kingdom	
		<b>① Country/State of residence</b> This is in respect of the usual residential address as stated in section E6.  <b>② Month and year of birth</b> Please provide month and year only.  <b>③ Service address</b> 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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E9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

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

<sup>①</sup> Tick each that apply.

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

### 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	<div><div>X</div><div>X</div><div>m</div><div>m</div><div>y</div><div>y</div><div>y</div><div>y</div></div>

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 <b>Section E6</b> .	
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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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.

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

E9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

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

<sup>①</sup> Tick each that apply.

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**Relevant legal entity (RLE)**

<b>F1</b>		<b>RLE details</b>	
Corporate or firm name	Randall & Quilter Investment Holdings Ltd		
Building name/number	Clarendon House, 2		
Street	Church Street		
Post town	Hamilton		
County/Region			
Postcode	H M 1 1		
Country	Bermuda		

<b>F2</b>		<b>Legal form and governing law</b>	
		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 country/state) and its registration number in that register.	
Legal form	exempted company limited by shares		
Governing law	Bermuda		
If applicable, register in which RLE is entered	Registrar of Companies of Bermuda		
Country/State	Bermuda		
Registration number <sup>1</sup>	47341		

**<sup>1</sup> 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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**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 <sup>1</sup>

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

<sup>1</sup> Tick each that apply.

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### Other registrable person (ORP)

**G1**

#### ORP details

An 'other registrable person' is:

- 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

**G2**

#### Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**

This is the address that will appear on the public record.

**G3**

#### Legal form and governing law

Legal form

Governing law

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

G4

### Nature of control <sup>1</sup>

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.

<sup>1</sup> Tick each that apply.

G5

### Nature of control by a firm over which the ORP has significant control <sup>2</sup>

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

<sup>2</sup> Tick each that apply.

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

**G6**

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

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

<sup>①</sup> Tick each that apply.

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)

### Part 5

### Statement about individual PSC particulars

I1

#### Particulars of an individual PSC <sup>1</sup>

Please tick the box to confirm.

- ☒ 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.

<sup>1</sup> Only tick this if you have completed details of one or more individual PSCs in sections E3-E9

### Part 6

J1

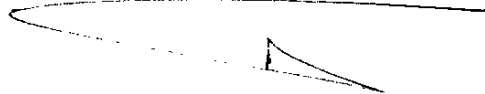
#### Signature

I certify that the information given in this form is correct.

Signature

Signature

X



X

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

## SE FM01

Formation by merger of Societas Europaea (SE) to be registered in the United Kingdom (UK)



### 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 Laura Jackson

Company name Bryan Cave Leighton Paisner  
LLP

Address Adelaide House  
London Bridge

Post town London

County/Region

Postcode E C 4 R 9 H A

Country

DX 92 LONDON/CHANCERY LN

Telephone +44 (0)20 3400 1000



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have submitted draft terms of merger in advance of this form.
- ☐ You have completed the proposed name.
- ☐ You have given details of the companies or SEs merging.
- ☐ You have provided details of any subscribing share capital.
- ☐ You have completed the officer details.
- ☐ You have ticked the appropriate statement in E1 or E2 and given any specific PSC details.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have attached the appropriate supporting documents.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



### Important information

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



### How to pay

**A fee of £20 is payable to Companies House in respect of a 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

## SE FM01 - continuation page

Formation by merger of Societas Europaea (SE) to be registered in the  
United Kingdom (UK)

### 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)	Kenneth Edward
Surname	Randall
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m5 y1 y9 y4 y8
Business occupation (if any) ⑤	Director

#### ① Appointments

##### 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.

#### C2

#### Member's service address ⑥

Building name/number	71
Street	Fenchurch Street
Post town	
County/Region	London
Postcode	E C 3 M 4 B S
Country	England

#### 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.

**Company No:**

---

**STATUTES**  
**OF**  
**R&Q BETA COMPANY SE**

---

**As adopted by a special resolution passed 29 August 2018**

BRYAN  
CAVE  
LEIGHTON PAISNER **BLP**

**Bryan Cave Leighton Paisner LLP**  
Adelaide House London Bridge London EC4R 9HA  
Tel: +44 (0)20 3400 1000 Fax: +44 (0)20 3400 1111



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**Company No:**

## **STATUTES OF ASSOCIATION**

of

### **R&Q BETA COMPANY SE (the "Company")**

Adopted by a special resolution passed on 29 August 2018

#### **PRELIMINARY**

#### **1 REGULATIONS AND ARTICLES NOT TO APPLY**

No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, including the regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985 and the model articles contained in the schedule to the Companies (Model Articles) Regulations 2008, shall apply to the Company.

#### **PART 1:**

#### **INTERPRETATION AND LIMITATION OF LIABILITY**

#### **2 INTERPRETATION**

2.1 In these statutes, unless the context requires otherwise,

"**Act**" means the Companies Act 2006;

"**address**" includes a number or address used for the purposes of sending or receiving notices, documents or information by electronic means and/or by means of a website;

"**appointor**" means, in relation to an alternate director, the director who has appointed him as his alternate;

"**Approved Person**" means a person in relation to whom the FCA or the PRA has given its approval under section 59 of FSMA for the performance of a controlled function;

"**Associated Company**" has the same meaning as in section 256 Companies Act 2006;

"**auditors**" means the auditors for the time being of the Company;

"**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;

"**board**" means the board of directors for the time being of the Company or the directors present or deemed to be present at a duly convened meeting of the directors or any committee at which a quorum is present;

"**capitalised sum**" has the meaning given to it in Paragraph 55.1(b);

**"Chairman"** has the meaning given to it in Paragraph 34 (*Chairing of Directors' Meetings*);

**"Chairman of the Meeting"** has the meaning given to it in Paragraph 63 (*Chairman*);

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

**"committee"** means a committee of the board;

**"Companies Acts"** means every statute for the time being in force concerning companies (including any statutory instrument or other subordinate legislation made under any such statute), so far as it applies to the Company;

**"Controller"** has the meaning set out in section 422 of FSMA;

**"director"** means a director of the Company, and includes any person occupying the position of director, by whatever name called;

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"electronic form"** and **"electronic means"** have the meanings given to them by section 1168 of the Act;

**"FCA"** means the Financial Conduct Authority, or any successor regulatory authority or authorities;

**"FSMA"** means the Financial Services and Markets Act 2000 and any statutory modification or re-enactment thereof for the time being in force;

**"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;

**"hard copy"** and **"hard copy form"** have the meanings given to them by section 1168 of the Act;

**"holder"** means, in relation to any share, the person whose name is entered in the register as the holder of that share and includes two or more joint holders of that share;

**"Interested Directors"** has the meaning given in Paragraph 24.2(b) of these statutes;

**"Office"** means the registered office for the time being of the Company;

**"ordinary resolution"** has the meaning given in section 282 of the Act;

**"paid"** and **"paid up"** mean paid or credited as paid;

**"payee"** has the meaning given in Paragraph 50.3;

**"persons entitled"** has the meaning given in Paragraph 55.1(b);

**"PRA"** means the Prudential Regulation Authority, or any successor regulatory authority or authorities;

**"proxy notice"** has the meaning given in Paragraph 69.1;

**"register"** means the register of shareholders of the Company to be kept pursuant to the Companies Acts;

**"Relevant Company"** has the meaning given in Paragraph 25.5;

**"relevant director"** has the meaning given in Paragraph 79.4(b), "relevant loss" has the meaning given in Paragraph 80.2;

**"seal"** means the common seal of the Company or any official or securities seal that the Company may have or may be permitted to have under the Companies Acts;

**"secretary"** means the secretary for the time being of the Company and includes any assistant or deputy secretary and any person appointed by the board to perform the duties of the secretary;

**"SE Regulations"** means Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) including any statutory modification or re-enactment thereof for the time being in force;

**"share"** means a share in the Company;

**"shareholder"** means a person who is a holder of a share;

**"special resolution"** has the meaning given in section 283 of the Act;

**"statutes"** means these statutes of association or such other statutes of association of the Company for the time being in force;

**"subsidiary"** has the meaning given in section 1159 of the Act;

**"transmittee"** means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;

**"the United Kingdom"** means Great Britain and Northern Ireland;

**"working day"** means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 (c80) in England and Wales; and

**"written"** and **"in writing"** includes any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.

2.2 Unless the context requires otherwise, any word or expression contained in these statutes and not defined in the statutes shall have the meaning as in the Companies Act as in force on the date when these statutes become binding on the Company.

2.3 Words which refer to the singular number only include the plural number, and vice versa.

- 2.4 Words which refer to one gender only include the other genders.
- 2.5 Words which refer to persons or people include companies.
- 2.6 Where these statutes refer to months or years, these are calendar months or years.
- 2.7 Any headings in these statutes are included for convenience only, and shall not affect the meaning of these statutes.

**3 LIMITED LIABILITY**

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

**PART 2:**

**DIRECTORS**

**NUMBER OF DIRECTORS**

**4 NUMBER OF DIRECTORS**

Unless and until otherwise determined by the Company by ordinary resolution, there shall be no maximum number of directors, but the number of directors shall not be less than two.

**APPOINTMENT OF DIRECTORS**

**5 REQUIREMENTS OF DIRECTORS**

No person may be appointed as a director unless he shall first have been approved by the PRA or the FCA (as applicable) as an Approved Person to perform their director role for the Company.

**6 METHODS OF APPOINTING DIRECTORS**

- 6.1 Subject to these statutes, 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:

- (a) by ordinary resolution of the Company;
- (b) by a decision of the board; or
- (c) by a notice given in accordance with Paragraph 7 (*Appointment of Directors by Majority Shareholders*).

**7 APPOINTMENT OF DIRECTORS BY MAJORITY SHAREHOLDERS**

A shareholder or shareholders holding in aggregate a majority of the nominal value of the shares may, by notice to the Company, appoint any person to be a director to fill a vacancy or to be an additional director.

**8 RETIREMENT OF DIRECTORS AT ANNUAL GENERAL MEETINGS**

Each director shall retire at the Annual General Meeting held in the third calendar year following the year in which he was elected or last re-elected by the Company.

## 9 **ELIGIBILITY FOR RE-ELECTION**

A director who retires at any Annual General Meeting shall be eligible for re-election unless the board otherwise determines.

## **REMOVAL AND DISQUALIFICATION OF DIRECTORS**

## 10 **TERMINATION OF A DIRECTOR'S APPOINTMENT**

10.1 A person ceases to be a director as soon as:

- (a) that person loses their status as an Approved Person to perform their director role for the Company;
- (b) a finding against that person is made following any enforcement action taken by the PRA and/or FCA pursuant to their powers under FSMA;
- (c) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director under the law of any EEA state;
- (d) a bankruptcy order is made against that person or they make any arrangement or composition with their creditors generally;
- (e) 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;
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) the director is removed from office by the shareholders in accordance with Paragraph 11; or
- (h) the director is removed from office by notice addressed to his last known address and signed by all his co-directors.

10.2 A resolution of the board declaring a director to have vacated office under the terms of this Paragraph 10 (*Termination of a Director's Appointment*) shall be conclusive as to the fact and grounds of vacation stated in the resolution.

10.3 If the office of a director is vacated for any reason, he shall cease to be a member of any committee of the board.

## 11 **REMOVAL OF DIRECTORS BY ORDINARY RESOLUTION OR MAJORITY SHAREHOLDERS**

11.1 In addition to any power of removal conferred by the Act, the Company may by ordinary resolution remove a director before the expiry of his period of office (without prejudice to a claim for damages for breach of contract or otherwise) and may (subject to these statutes) by ordinary resolution appoint another person who is willing to act to be director in his place. A person appointed in this way is treated, for the purposes of determining the time at which he or another director is to retire, as if he had become director on the date on which the person in whose place he is appointed was last appointed or reappointed a director.

- 11.2 A shareholder or shareholders holding in aggregate a majority of the nominal value of the shares may, by notice to the Company, terminate any director's appointment.

## **ALTERNATE DIRECTORS**

### **12 APPOINTMENT**

- 12.1 Any director (other than an alternate director) may, by notice sent to or received at the Office or at an address specified by the Company for the purpose of communication by electronic means, or in any other manner approved by the board, appoint any other director or any other person who is approved by the board and is willing and permitted by law to act to be his alternate. No appointment of an alternate director who is not already a director shall be effective until his consent to act as a director has been received at the Office or at an address specified by the Company for the purpose of communication by electronic means and his appointment has been approved by the board.
- 12.2 An alternate director need not be a shareholder and shall not be counted in reckoning the number of directors for the purpose of Paragraph 4 (*Number of Directors*).

### **13 REVOCATION OF APPOINTMENT**

- 13.1 An alternate director's appointment as an alternate terminates:
- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
  - (c) on the death of the alternate's appointor; or
  - (d) 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.

### **14 PARTICIPATION IN BOARD MEETINGS**

- 14.1 Every alternate director shall (subject to him giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notice of all meetings of the board and all committees of which his appointor is a member and, in the absence from such meetings of his appointor, an alternate director shall be entitled to attend and vote at such meetings and to exercise all the powers, rights, duties and authorities of his appointor.
- 14.2 A person who is an alternate director but not a director may be counted for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating).
- 14.3 A director acting as alternate director shall have, in addition to his own vote, a separate vote at board and committee meetings for each director for whom he acts as alternate director, however, he shall count as only one director for the purpose of determining whether a quorum is present.



15      **RESPONSIBILITY**

Every person acting as an alternate director shall be deemed to be an officer of the Company, shall alone be responsible for his own acts and defaults, and shall not be deemed to be the agent of his appointor.

16      **REMUNERATION AND EXPENSES**

An alternate director shall not be entitled as against the Company to any fees for his services as an alternate. An alternate director shall be paid by the Company such expenses as might properly have been repaid to him if he had been a director.

**POWERS OF THE BOARD**

17      **ONE-TIER SYSTEM**

The Company shall operate under a one-tier management system pursuant to Article 43 of the SE Regulations and the business of the Company shall be managed by the board, as the administrative organ of the Company.

18      **GENERAL AUTHORITY OF THE BOARD**

Subject to the statutes, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

19      **SHAREHOLDERS' RESERVE POWER**

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

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

**DELEGATION OF DIRECTORS' POWERS**

20      **DIRECTORS MAY DELEGATE**

20.1      Subject to these statutes, the directors may delegate any of the powers which are conferred on them under these statutes:

- (a)      to such person (who need not be a director) or committee (comprising any number of persons, who need not be directors);
- (b)      by such means (including by power of attorney);
- (c)      to such an extent;
- (d)      in relation to such matters or territories; and
- (e)      on such terms and conditions,

as they think fit.

20.2      If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

20.3 Any reference in these statutes to the exercise of a power or discretion by the directors shall include a reference to the exercise of a power or discretion by any person or committee to whom it has been delegated.

20.4 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## 21 **COMMITTEES**

The directors may make regulations in relation to the procedures of committees or sub-committees to whom their powers or discretions have been delegated or sub-delegated. Subject to any such regulations, the meetings and procedures of any committee or sub-committee shall be governed by the provisions of these statutes regulating the meetings and procedures of directors.

## **REMUNERATION AND EXPENSES**

### 22 **DIRECTORS' REMUNERATION**

22.1 Directors may undertake any services for the Company that the board decide.

22.2 Directors are entitled to such remuneration as the board determines:

- (a) for their services to the Company as directors; and
- (b) for any other service which they undertake for the Company.

22.3 Subject to the statutes, a director's remuneration may:

- (a) take any form; and
- (b) 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.

22.4 Unless the board decides otherwise, directors' remuneration accrues from day to day.

22.5 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.

### 23 **DIRECTORS' EXPENSES**

The Company may pay any reasonable expenses which the directors (and any alternate directors) properly incur in connection with their attendance at:

- (a) meetings of the board or of any committees;
- (b) general meetings or separate meetings of the holders of any class of shares or debentures of the Company; or
- (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **DIRECTORS' INTERESTS**

## 24 **AUTHORISATION OF DIRECTORS' INTERESTS**

24.1 For the purpose of section 175 of the Act, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

24.2 Such authorisation of a matter under this Paragraph 24 (*Authorisation of Directors' Interests*) shall be effective only if:

- (a) the matter in question shall have been proposed for consideration at a meeting of the directors, in accordance with the usual procedures for such meetings or in such other manner as the directors may resolve;
- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"); and
- (c) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

24.3 Any authorisation of a matter under this Paragraph 24 (*Authorisation of Directors' Interests*) may:

- (a) extend to any actual or potential conflict of interest which may arise out of the matter so authorised;
- (b) be subject to such conditions or limitations as the directors may resolve, whether at the time such authorisation is given or subsequently; and
- (c) be terminated by the directors at any time,

and a director shall comply with the obligations imposed on him by the directors pursuant to any such authorisation.

24.4 A director shall not, by reason of his holding office as a director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any matter authorised under this Paragraph 24 (*Authorisation of Directors' Interests*) and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under this Paragraph 24 (*Authorisation of Directors' Interests*), nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of his duties under sections 172 to 176 of the Act.

## 25 **PERMITTED INTERESTS**

25.1 Subject to compliance with Paragraph 25.2, a director, notwithstanding his office, may have an interest of the following kind:

- (a) where a director (or a person connected with him) is a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company;

- (b) where a director (or a person connected with him) is a party to, or otherwise interested in, any contract, transaction or arrangement with a Relevant Company, or in which the Company is otherwise interested;
- (c) where a director has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (d) where a director has an interest, or a transaction or arrangement gives rise to an interest, of which he is not aware; or
- (e) where he has any other interest authorised by ordinary resolution.

No authorisation under Paragraph 24 (*Authorisation of Directors' Interests*) shall be necessary in respect of such an interest.

25.2 A director shall declare the nature and extent of any interest permitted under Paragraph 25.1 and not falling within Paragraph 25.3, at a meeting of the directors or in such manner as the directors may resolve.

25.3 No declaration of interest shall be required by a director in relation to an interest:

- (a) falling within Paragraph 25.1(a), Paragraph 25.1(c) or Paragraph 25.1(d);
- (b) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
- (c) if, or to the extent that, it concerns terms of his service contract (as defined in section 227 of the Act) that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under these statutes.

25.4 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any Relevant Company or for such remuneration, each as referred to in Paragraph 25.1, and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

25.5 For the purposes of this Paragraph 25 (*Permitted Interests*), "**Relevant Company**" shall mean:

- (a) the Company;
- (b) a subsidiary of the Company;
- (c) any holding company of the Company or a subsidiary of any such holding company;
- (d) anybody corporate promoted by the Company; or
- (e) anybody corporate in which the Company is otherwise interested.

## 26 **QUORUM AND VOTING**

- 26.1 A director shall not be entitled to vote on any resolution in respect of any contract, transaction or arrangement, or any other proposal, in which he (or any person connected with him) has an interest, unless the interest is solely of a kind permitted by Paragraph 25.1.
- 26.2 A director shall not be counted in the quorum at a meeting of directors in relation to any resolution on which he is not entitled to vote.

## 27 **DIRECTORS' INTERESTS - GENERAL**

- 27.1 For the purposes of Paragraph 24 (*Authorisation of Directors' Interests*) and Paragraph 25 (*Permitted Interests*):
- (a) a person is connected with a director if that person is connected for the purposes of Section 252 of the Act; and
  - (b) an interest (whether of the director or of such a connected person) of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 27.2 Where a director has an interest which can reasonably be regarded as likely to give rise to a conflict of interest, the director may, and shall if so required by the directors, take such additional steps as may be necessary or desirable for the purpose of managing such conflict of interest, including compliance with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the directors for the purpose of or in connection with the situation or matter in question, including, without limitation:
- (a) absenting himself from any meetings of the directors at which the relevant situation or matter falls to be considered, and
  - (b) not reviewing documents or information made available to the directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information.
- 27.3 The Company may by ordinary resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of Paragraph 24 (*Authorisation of Directors' Interests*) and Paragraph 25 (*Permitted Interests*).

## **PROCEEDINGS OF THE BOARD AND COMMITTEES**

### 28 **BOARD MEETINGS**

- 28.1 Subject to the statutes, the board may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.
- 28.2 Notwithstanding Paragraph 31.1, the board shall meet at least once every three months, at intervals as the board thinks fit, to discuss the progress and foreseeable development of the Company's business.

29      **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken by directors' written resolution in accordance with Paragraph 30 (*Directors' written resolutions*).

30      **DIRECTORS' WRITTEN RESOLUTIONS**

30.1      Any director may propose a written resolution by giving written notice to the other directors or may request the secretary to give such notice.

30.2      A directors' written resolution is adopted when all the directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the directors have:

- (a)      signed one or more copies of it; or
- (b)      otherwise indicated their agreement to it in writing,

30.3      A directors' written resolution is not adopted if the number of directors who have signed it is less than the quorum for directors' meetings.

31      **CALLING A DIRECTORS' MEETING**

31.1      Any director may, and the secretary at the request of a director shall, summon a board meeting at any time by notice (which need not be in writing) served on the members of the board.

31.2      Notice of any directors' meeting must indicate:

- (a)      its proposed date and time;
- (b)      where it is to take place; and
- (c)      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.

31.3      A director may waive his entitlement to notice of any meeting, either prospectively or retrospectively and any retrospective waiver shall not affect the validity of the meeting or of any business conducted at the meeting.

32      **PARTICIPATION IN DIRECTORS' MEETINGS**

32.1      Subject to these statutes, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a)      the meeting has been called and takes place in accordance with these statutes; and
- (b)      they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

- 32.3 If all the directors participating in the 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.

### **33 QUORUM FOR DIRECTORS' MEETINGS**

- 33.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 33.2 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.
- 33.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors.

### **34 CHAIRING OF DIRECTORS' MEETINGS**

- 34.1 The directors shall appoint a director to chair their meetings.
- 34.2 The person so appointed for the time being is known as the "Chairman".
- 34.3 The directors may terminate the appointment of the Chairman, deputy or assistant Chairman at any time.
- 34.4 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 may appoint one of themselves to chair it.

### **35 CASTING VOTE**

- 35.1 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote.
- 35.2 But this does not apply if, in accordance with the statutes, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **36 VALIDITY OF PROCEEDINGS OF THE BOARD OR COMMITTEE**

All acts done by a meeting of the board, or of a committee or sub-committee of the directors, or by any person acting as a director, alternate director or member of a committee shall as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in the appointment of the director or any such persons, or that any such persons were disqualified or had vacated office, or were not entitled to vote.

### **37 RECORD OF DECISIONS TO BE KEPT**

The secretary must ensure that the Company keeps a record, in writing, of every majority decision taken by the directors and of every directors' written resolution for at least 10 years from the date of the decision or resolution.

38      **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these statutes, 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.

39      **CHANGE OF NAME**

The Company may change its name by a decision of the directors.

**PART 3:**

**SHARES AND DISTRIBUTIONS**

**SHARE CAPITAL**

40      **POWER TO ISSUE DIFFERENT CLASSES OF SHARES**

40.1      Subject to these statutes, 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.

40.2      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.

41      **COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS**

Unless ordered by a court of competent jurisdiction or required by law, the Company shall not recognise any person as holding any share upon any trust and shall not be bound by or be otherwise compelled to recognise (even if it has notice of it) any equitable, contingent, future, partial or other claim to or interest in any share other than an absolute right in the holder to the whole of the share.

**SHARE CERTIFICATES**

42      **RIGHT TO CERTIFICATES**

42.1      The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

42.2      Every certificate of shares shall specify:

- (a)      the number and class of the shares to which it relates;
- (b)      the nominal value of those shares;
- (c)      that the shares are fully paid; and
- (d)      the distinguishing numbers (if any) assigned to them.

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

42.4      Certificates must:

- (a)      have affixed to them the Company's common seal, or



- (b) be otherwise executed in accordance with the Companies Acts.

#### **43 REPLACEMENT CERTIFICATES**

- 43.1 If a share certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, the shareholder shall be issued a new certificate representing the same shares upon request.
- 43.2 No new certificate will be issued pursuant to this Paragraph 43 unless the relevant shareholder has:
  - (a) first delivered the old certificate to the Company for cancellation; or
  - (b) complied with such conditions as to evidence and indemnity as the directors may think fit; and
  - (c) paid such reasonable fee as the directors may decide.
- 43.3 In the case of shares held jointly by several persons, any request pursuant to this Paragraph 43 may be made by any one of the joint holders.

### **TRANSFERS OF SHARES**

#### **44 THE TRANSFER OF SHARES**

- 44.1 Subject to the provisions of these statutes, a shareholder may transfer all or any of his shares to another person.
- 44.2 Shares may be transferred by means of an instrument of transfer executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. Such instrument of transfer must be in hard copy form but may otherwise be in any usual form or any other form approved by the directors.
- 44.3 The transferor shall be deemed to remain the holder of any share transferred until the name of the transferee is entered in the register in respect of it.
- 44.4 No fee shall be charged by the Company for the registration of any transfer or any other change relating to or affecting the title to any share or the right to transfer it or for making any other entry in the register.
- 44.5 The Company is entitled to retain any instrument of transfer which is registered.

### **TRANSMISSION OF SHARES**

#### **45 GENERAL PROVISIONS**

- 45.1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having title to that share.
- 45.2 A transmittee who produces such evidence of entitlement to shares as the directors may reasonably require:
  - (a) may, subject to the statutes, choose either to become the holder of those shares or to have them transferred to another person; and

- (b) subject to the statutes, and pending any transfer of the shares to another person, has the same rights as the holder had.

45.3 A transmittee does not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which it is entitled, by reason of the holder's death or bankruptcy or otherwise, unless it becomes the holder of those shares.

#### 46 **EXERCISE OF TRANSMITTEE'S RIGHTS**

46.1 A transmittee who wishes to become the holder of shares to which he has become entitled must give notice to the Company to that effect.

46.2 If the transmittee elects to have another person registered, he shall execute an instrument of transfer in hard copy form in respect of it.

46.3 Any transfer made or executed under Paragraph 45.2 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.

#### 47 **TRANSMITTEES BOUND BY PRIOR NOTICE**

If a notice is given to a shareholder 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 shareholder before the transmittee's name was entered in the register.

### **BOARD'S RIGHT TO REFUSE REGISTRATION**

#### 48 **RIGHT TO REFUSE REGISTRATION**

48.1 The board may refuse to register the transfer or transmission of a share, and if they do so, the instrument of transfer or transmission must be returned to the transferee or transmittee with the notice of the refusal unless they suspect that the proposed transfer or transmission may be fraudulent.

48.2 The board shall not register the transfer or transmission of any share in the Company if such transfer or transmission would result in a person becoming a Controller, unless the board is (in its absolute discretion) satisfied that the PRA has been notified of the proposed transfer or transmission and the PRA has either given its unconditional written confirmation that it approves or does not object to, or is deemed due to the expiry of any applicable statutory deadline to have approved or not to have objected to, such person becoming a Controller as a result of such transfer or transmission.

### **DIVIDENDS AND OTHER PAYMENTS**

#### 49 **DECLARATION OF DIVIDENDS**

49.1 Subject to these statutes, the Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

49.2 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.

- 49.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 49.4 Unless the shareholders' 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 shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
- 49.5 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred right if, at the time of payment, any preferential dividend is in arrear
- 49.6 The directors may pay fixed dividends on any class of shares carrying such a dividend expressed to be payable on fixed dates on the dates prescribed for payment if it appear to them that the profits available for distribution justify the payment.
- 49.7 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.

## 50 **PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS**

- 50.1 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:
- (a) transfer to a bank or building society account specified by the payee either in writing or as the directors may otherwise decide;
  - (b) sending a cheque made payable to the payee by post to the payee at the payee's registered address (if the payee is a holder of the share), or (in any other case) to an address specified by the payee either in writing or as the directors may otherwise decide;
  - (c) sending a cheque made payable to such person by post to such person at such address as the payee has specified in writing or as the directors may otherwise decide; or
  - (d) any other means of payment as the directors agree with the payee either in writing or by such other means as the directors decide.
- 50.2 Subject to the provisions of these statutes and to the rights attaching to any shares, any dividend or other sum payable on or in respect of a share may be paid in such currency as the directors may resolve, using such exchange rate for the currency conversions as the directors may select.
- 50.3 In these statutes, the "**payee**" means, in respect of a share in respect of which a dividend or other sum is payable:
- (a) the holder of the share; or
  - (b) if the share has two or more joint holders, whichever of them is named first in the register of shareholders; or
  - (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee; or

- (d) such other person or persons as the holder (or, in the case of Joint holders, all of them) may direct.

## 51 **NO INTEREST ON DISTRIBUTIONS**

51.1 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of that share and the Company.

## 52 **UNCLAIMED DISTRIBUTIONS**

52.1 All dividends or other sums which are:

- (a) payable in respect of shares; and
- (b) 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.

52.2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

52.3 If:

- (a) twelve years have passed from the date on which a dividend or other sum became due for payment; and
- (b) the payee has not claimed it,

the payee is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

## 53 **NON-CASH DISTRIBUTIONS**

53.1 Subject to the terms of the issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, direct the payment of a dividend in whole or in part by the transfer of non-cash assets of equivalent value (including, without limitation, shares or other securities in any company) and the directors shall give effect to such resolution.

53.2 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:

- (a) fixing the value of any assets;
- (b) paying cash to any payee on the basis of that value in order to adjust the rights of recipients; and
- (c) vesting any assets in trustees.

54        **WAIVER OF DISTRIBUTIONS**

54.1       Payees may waive their entitlement to a dividend or other distribution payable in respect of a share in whole or in part by giving the Company notice in writing to that effect, but if:

- (a)       the share has more than one holder; or
- (b)       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 AND RESERVES**

55        **AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

55.1       Subject to these statutes, the board may, if it is so authorised by an ordinary resolution of the Company:

- (a)       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, capital redemption reserve or other undistributable reserve; and
- (b)       appropriate any sum which it so decides to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend ("**persons entitled**") and in the same proportions.

55.2       Capitalised sums must be applied:

- (a)       on behalf of the persons entitled; and
- (b)       in the same proportions as a dividend would have been distributed to them.

55.3       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.

55.4       A capitalised sum which was appropriated from profits available for distribution may be applied 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.

55.5       Subject to these statutes, the board may:

- (a)       apply capitalised sums in accordance with Paragraph 55.3 and Paragraph 55.4 partly in one way and partly in another;
- (b)       make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Paragraph 55 (*Authority to capitalise and appropriation of capitalised*

*sums*) (including to disregard fractional entitlement or for the benefit of them to accrue to the Company),

- (c) 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, debentures or other securities to them under this Paragraph 55 (*Authority to capitalise and appropriation of capitalised sums*); and
- (d) generally do all acts and things required to give effect to the ordinary resolution of the Company.

#### **PART 4:**

### **DECISION-MAKING BY SHAREHOLDERS**

#### **GENERAL MEETINGS**

##### **56 ANNUAL GENERAL MEETINGS**

The Company must in each period of six months beginning with the day following its accounting reference date hold a general meeting as its annual general meeting (in addition to any other meetings held in that year). The board must decide the time and place for each annual general meeting.

##### **57 CONVENING GENERAL MEETINGS**

57.1 The board may convene a general meeting of the Company whenever it thinks fit.

57.2 The board, on the requirement of the shareholders pursuant to the Act, shall call a general meeting (i) within 21 days from the date on which the board becomes subject to the requirement; and (ii) to be held on a date not more than 28 days after the date of the notice convening the meeting.

57.3 A general meeting may also be convened in accordance with Paragraph 33.3.

#### **NOTICE OF GENERAL MEETINGS**

##### **58 LENGTH AND FORM OF NOTICE**

58.1 An annual general meeting shall be called by not less than 21 clear days' notice. All other general meetings shall be called by not less than 14 clear days' notice.

58.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

58.3 The notice of the meetings shall be given to the shareholders (other than any who, under the provisions of these statutes or the terms of the allotment or issue of shares, are not entitled to receive notice), to the directors and auditors.

##### **59 SHORT NOTICE**

59.1 A general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Paragraph 58.1 be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (b) in the case of any other general meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority who together hold not less than 95 per cent in nominal value of the shares giving that right, or such percentage, not being less than 90 per cent, as may be specified in or pursuant to any elective resolution passed by the Company.

## 60 **POSTPONEMENT OF GENERAL MEETINGS**

- 60.1 If the board, in its absolute discretion, considers that it is impractical or undesirable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the meeting to another date, time and/or place.
- 60.2 When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall be placed in at least one national newspaper in the United Kingdom. Notice of the business to be transacted at such postponed meeting shall not be required.

## 61 **OMISSION TO SEND NOTICE**

The accidental omission to give any notice of a meeting, or to send or supply any document or other information relating to any meeting, to any person entitled to receive the notice, document or other information, or the non-receipt for any reason of any such notice, document or other information by that person, shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

## 62 **QUORUM**

- 62.1 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. Two shareholders attending the meeting shall be a quorum unless the Company has a single member.

## 63 **CHAIRMAN**

- 63.1 If the directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- 63.2 If the directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start:
  - (a) the directors present; or
  - (b) if no directors are present) the shareholders present,

must appoint a director or shareholder to chair the meeting, and such appointment must be the first business of the meeting.
- 63.3 The person chairing a meeting in accordance with this Paragraph 63 (*Chairman*) is referred to as the "**Chairman of the Meeting**".

**64 RIGHT TO ATTEND AND SPEAK**

64.1 A director shall be entitled, whether or not he is a shareholder, to attend and speak at any general meeting.

64.2 The Chairman of the Meeting may permit other persons who are not:

- (a) shareholders of the Company; or
- (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

**65 ADJOURNMENT**

65.1 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.

65.2 The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
- (b) the Chairman of the Meeting considers 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.

65.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.

65.4 When adjourning a general meeting, the Chairman of the Meeting must 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.

65.5 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):

- (a) to the same persons to whom notice of the Company's general meetings is required to be given; and
- (b) containing the same information which such notice is required to contain.

65.6 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**

**66 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 statutes.



67        **ERRORS AND DISPUTES**

67.1        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.

67.2        Any such objection must be referred to the Chairman of the Meeting, whose decision is final.

68        **POLL VOTES**

68.1        A poll on a resolution may be demanded:

- (a)        in advance of the general meeting where it is to be put to the vote; or
- (b)        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.

68.2        A poll may be demanded by

- (a)        the Chairman of the Meeting;
- (b)        the directors;
- (c)        two or more persons having the right to vote on the resolution; or
- (d)        a person or persons representing not less than 10% of the total voting rights of all the shareholders having the right to vote on the resolution.

68.3        A demand for a poll may be withdrawn if:

- (a)        the poll has not yet been taken; and
- (b)        the Chairman of the Meeting consents to the withdrawal.

68.4        Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

69        **VOTING BY PROXY**

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

- (a)        states the name and address of the shareholder appointing the proxy;
- (b)        identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
- (c)        is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d)        is delivered to the Company in accordance with these statutes and any instructions contained in the notice of the general meeting to which they relate.

69.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

69.3 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.

## **70 DELIVERY OF PROXY NOTICES**

70.1 Proxy notices in hard copy or electronic form must be received at such place and by such deadline specified in the notice convening the meeting. If no place is specified, then the proxy notice must be received at the Office. If no deadline is specified, proxy notices must be received, before the start of the meeting or adjourned meeting or, if a poll is taken otherwise than at or on the same day as the meeting or adjourned meeting, at the time for the taking of the poll at which it is to be used.

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

70.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

70.4 If a proxy notice is not executed 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 appointer's behalf.

## **71 VALIDITY OF PROXY VOTES**

Any vote cast or poll demanded by a proxy shall not be invalidated by the previous death or insanity of the shareholder or by the revocation or termination of the appointment of the proxy or of the authority under which the appointment was made unless notice of such death, insanity, revocation or termination was received in writing at the place specified in the notice of the meeting for the receipt of proxy notices (or, if no place is specified, the Office) before the start of the meeting or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll.

## **72 CORPORATE REPRESENTATIVES**

72.1 A shareholder which is a corporation may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any separate meeting of the holders of any class of shares. The provisions of the Companies Acts shall apply to determine the powers that may be exercised at any such meeting by any person or persons so authorised.

72.2 The corporation shall, for the purposes of these statutes, be deemed to be present in person at any such meeting if any person or persons so authorised is or are present at it, and all references to attendance and voting in person shall be construed accordingly.

72.3 A director, the secretary or some person authorised for the purpose by the secretary may require any representative to produce a certified copy of the resolution so authorising him before permitting him to exercise his powers.

73        **AMENDMENTS TO RESOLUTIONS**

- 73.1        An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a)        notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the Meeting may determine); and
  - (b)        the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 73.2        A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a)        the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - (b)        the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 73.3        If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman of the Meeting's error does not invalidate the vote on that resolution.

**PART 5:**

**ADMINISTRATIVE ARRANGEMENTS**

**AUTHENTICATION OF DOCUMENTS**

74        **AUTHENTICATION OF DOCUMENTS**

- 74.1        Any director or the secretary or any person appointed by the board for the purpose shall have power to authenticate:
- (a)        any documents affecting the constitution of the Company (including these statutes);
  - (b)        any resolutions passed by the Company or the board or a committee; and
  - (c)        any books, records, documents and accounts relating to the business of the Company,
- and to certify copies of them or extracts from them as true copies or extracts, and any such authentication or certification shall be conclusive and binding on all concerned.
- 74.2        If any books, records, documents and accounts are not kept at the Office, the person who holds them shall be deemed to be the person so appointed by the board for the purposes of Paragraph 74.1.
- 74.3        Any books, records, documents and accounts which are held by the Company in electronic form may be authenticated under this Paragraph 74 (*Authentication of documents*) as if they were books, records, documents or accounts held in hard copy form.

## **ACCOUNTS**

### **75 INSPECTION OF ACCOUNTS**

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 shareholder.

## **COMMUNICATIONS**

### **76 MEANS OF COMMUNICATION TO BE USED**

76.1 Subject to these statutes, anything sent or supplied by or to the Company under these statutes may be sent or supplied in any way in which the Act 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.

76.2 Any notice, document or information which is sent or supplied by the Company by electronic means shall be deemed to have been received by the intended recipient 24 hours after it was transmitted, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.

76.3 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding.

76.4 Subject to these statutes, 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.

76.5 A director may agree with the Company that notices, documents or information sent to that director in a particular way are to be deemed to have been received within a specific time of their being sent, and for the specified time to be less than that provided in this Paragraph 76 (*Means of communication to be used*).

## **DESTRUCTION OF DOCUMENTS**

### **77 DESTRUCTION OF DOCUMENTS**

77.1 The Company is entitled to destroy:

- (a) 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 shareholders, from six years after the date of registration;
- (b) all dividend mandates, variations or cancellations of dividend mandates, and notifications of change of address, from two years after they have been recorded;
- (c) all share certificates which have been cancelled from one year after the date of the cancellation;
- (d) all paid dividend warrants and cheques from one year after the date of actual payment; and

- (e) all proxy notices from one year after the end of the meeting to which the proxy notice relates.

77.2 If the Company destroys a document in good faith, in accordance with these statutes, and without notice of any claim to which that document may be relevant, it is conclusively presumed in favour of the Company that:

- (a) 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;
- (b) any instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (c) any share certificate so destroyed was a valid and effective certificate duly and properly cancelled; and
- (d) 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.

77.3 This Paragraph 77 (*Destruction of documents*) 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 paragraph permits it to do so.

77.4 In this Paragraph 77 (*Destruction of documents*), references to the destruction of any document include a reference to its being disposed of in any manner.

#### **COMPANY SEALS**

#### **78 SEALS**

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

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

78.3 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.

78.4 For the purposes of this Paragraph 78 (*Seals*), an authorised person is:

- (a) any director of the Company;
- (b) the Company secretary; or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

78.5 The Company may exercise all powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in directors.

#### **DIRECTORS' INDEMNITY AND INSURANCE**

79 **DIRECTORS' INDEMNITY**

79.1 Subject to Paragraph 79.2, a relevant director may be indemnified out of the Company's assets against:

- (a) any liability incurred by or attaching to that director in connection with any negligence, breach of duty or breach of trust in relation to the Company or an associated company;
- (b) any liability incurred by or attaching to 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 Act); and/or
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

79.2 This Paragraph 79 (*Directors' Indemnity*) 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.

79.3 Where a relevant director is indemnified against any liability in accordance with this Paragraph 79 (*Directors' Indemnity*), such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

79.4 In this Paragraph 79 (*Directors' Indemnity*) and Paragraph 80 (*Insurance*):

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "**relevant director**" means any director or former director of the Company or an Associated Company.

80 **INSURANCE**

80.1 The directors shall have the power to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

80.2 In this Paragraph 80 (*Insurance*), "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant director in connection with the 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.

**IN THE HIGH COURT OF JUSTICE**

**CR-2018-010480**

**BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES**

**COMPANIES COURT (ChD)**

**Mr Justice Zacaroll**

**Date 10 December 2018**



**IN THE MATTER OF  
R&Q BETA COMPANY PLC**

**-and-**

**R&Q BETA MALTA PLC**

**-and-**

**IN THE MATTER OF  
COUNCIL REGULATION (EC) NO 2157/2001 OF 8  
OCTOBER 2001 ON THE STATUTE FOR A EUROPEAN  
COMPANY (SE)**

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**ORDER**

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**UPON THE APPLICATION** by Claim Form dated 4 December 2018 of R&Q Beta Company Plc (the "Applicant");

**AND UPON HEARING** Martin Moore QC for the Applicant;

**AND UPON READING** the Claim Form and the evidence;

**AND UPON THE COURT HAVING SCRUTINISED** the legality of the merger of the Applicant as regard the part of the procedure concerning the completion of the merger and the formation of a European Company, R&Q Beta Company SE ("**Beta SE**"), pursuant to Article 26 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) ("**EC Regulation**") and, in particular, the Court being satisfied that the Applicant has complied with Article 26(2), (3) and (4) of the EC Regulation and that no issue arises as to the legality of the merger.

**THE COURT HEREBY CONFIRMS AND DECLARES** that the Applicant is free to take steps to bring the proposed merger and the formation of Beta SE into effect, the consequences of which shall take effect upon the registration and formation of Beta SE by the Registrar of Companies of England and Wales.

**AND THE COURT HEREBY DIRECTS** the Applicant to deliver to the Registrar of Companies a copy of this order and such other documents as are necessary to bring the merger and the formation of Beta SE into effect.

Dated this 10 December 2018

A.2 10.12.18