

COMPANY NO 04492651

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
OF

**ABBEEY LOGISTICS CAMBRIDGESHIRE LIMITED**

At an Extraordinary General Meeting of the above-named Company, duly convened and held

at Nene Lodge, Funthams Lane, Whittelsey, Peterborough, PE7 2PB

on the 18<sup>th</sup> day of MARCH 2016

The following Special Resolutions were duly passed -

THAT the Directors be authorised to allot shares in the capital of the Company from the date of this meeting and for a period of five years, to such persons at such times and on such conditions as they think fit, up to a total issued capital value of £3000, subject to the provisions of Articles 3 to 4 of the Articles of Association

THAT the rights of the B Ordinary Shares in the capital of the Company be changed to provide that they confer one vote per share held, and on a sale or winding up of the Company they rank pari passu with the A Ordinary Shares. They confer the entitlement to a share of the distributable reserves of the Company only from the start of the Company's current accounting period being 1 January 2016 but have no right to any distribution of profits made by the Company prior to that date

THAT the copy of the Articles of Association, a copy of which is attached to this Resolution, be adopted as the Articles of Association of the Company from the date of this Resolution

Signed

Director

Date



18.03.16

THURSDAY



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24/03/2016  
COMPANIES HOUSE

#396

The Companies Acts 1985 and 2006

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**  
**OF**  
**ABBAY LOGISTICS CAMBRIDGESHIRE LIMITED**  
[as adopted by Resolution dated 18 March 2016]

Certificate Number  
04492651

Incorporated on  
23 July 2002

MOORE STEPHENS  
RUTLAND HOUSE  
MINERVA BUSINESS PARK  
LYNCH WOOD  
PETERBOROUGH  
PE2 6PZ

**THE COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**Abbey Logistics Cambridgeshire Limited**

**PRELIMINARY**

- 1 1 The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A ) shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company
- 1 2 The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 41, 46, 48, 64, 67, 73 to 77, 80, 94 to 97 and 101

**INTERPRETATION**

- 2 The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A

**PRIVATE COMPANY**

- 3 The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59, and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act
- 4 1 All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit,
- 4 2 The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority,
- 4 3 Unless and until the authority conferred by (2) above is revoked, renewed or varied,
- (a) the maximum amount or relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of incorporation of the Company
- (b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company

## SHARES

- 5 The share capital of the Company is divided into A Ordinary £1 Shares and B Ordinary £1 Shares, having the following rights
- (a) The A Shares confer one vote per share held, and rank equally for voting purposes, for any declaration of dividend and for distribution rights on a winding up of the Company
  - (b) The B shares confer one vote per share held, and on a sale or winding up of the Company they rank *pari passu* with the A Shares. They confer the entitlement to a share of the distributable reserves of the Company only from 1 January 2016 but have no right to any distribution of profits made by the Company prior to that date

## REDEMPTION OF SHARES

- 6 Subject to the provisions of the act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof

## LIEN

- 7 The lien conferred by Regulation 8 of Table A shall also attach to,
- (a) fully paid shares,
  - (b) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders

## TRANSFER OF SHARES

- 8 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share, and Regulation 24 of Table A shall be modified accordingly

## PROCEEDINGS AT GENERAL MEETINGS

- 9 1 If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine
- 9 2 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum
- 10 1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded
- 10 2 A poll may be demanded
- (a) by the Chairman, or
  - (b) by the member (present in person or by proxy) having the right to attend and vote at the meeting, or
  - (c) by duly authorised representative of a corporation
- 10 3 The demand for a poll may, before the poll is taken, be withdrawn

10 4 A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made

11 A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a Special Resolution or an extraordinary resolution shall have effect accordingly

#### VOTES OF MEMBERS

12 There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company

13 1 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may,

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

13 2 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof

#### NUMBER OF DIRECTORS

14 1 The number of Directors shall be not more than seven but need not exceed one

14 2 If so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A

#### DIRECTORS

15 If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation, and clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director

#### ALTERNATE DIRECTORS

16 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director

#### POWERS OF DIRECTORS

17 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertakings and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

#### PROCEEDING OF DIRECTORS

18 The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company

- 19 For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means
- 20 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company
- 21 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is

#### INDEMNITY

- 22 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him, as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company