

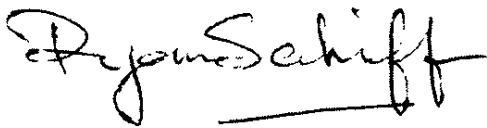
COMPANIES ACT  
WRITTEN RESOLUTION  
OF

MARSHALL STERLING (UK) HOLDINGS LIMITED  
Company number: 11183061

We, the undersigned, all being members of the above company, for the time being entitled to receive notice of, and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved and unanimously agreed that the attached Memorandum and Articles of Association be substituted for the existing Memorandum and Articles of Association and that they be duly filed at Companies House together with a copy of this resolution

Dated this 13/07/2018



Signed

Contact Address -

MARSHALL STERLING  
14 HANOVER STREET  
MAYFAIR ENGLAND  
WIS 1YH



**The Companies' Act 2006**

**Memorandum and articles of Marshall Sterling (UK) Holdings Limited,  
a company limited by shares**

**Company Number: 11183061**

**Incorporated on 1st February 2018**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company MARSHALL STERLING INVESTMENT MANAGEMENT LIMITED.

Name of each subscriber	Authentication by each subscriber
MARSHALL STERLING INVESTMENT MANAGEMENT LIMITED	Authorised

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# **Articles of Association of Marshall Sterling (UK) Holdings Limited**

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**Of**

**Marshall Sterling (UK) Holdings Limited (the "Company")**

## **Part 1**

### **Interpretation and statement of limited liability**

#### **1. Defined terms**

In these articles, unless the context requires otherwise:

<b>"Articles"</b>	means the company's articles of association.
<b>"Companies Act"</b>	means the Companies Act 2006 as amended and in force from time to time.
<b>"Director"</b>	means a director of the company, and includes any person occupying the position of director, by whatever name called.
<b>"Document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form.
<b>"Fully paid"</b>	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
<b>"Hard copy form"</b>	has the meaning given in section 1168 of the Companies Act 2006.

<b>"Holder"</b>	in relation to shares means the person whose name is entered in the register of members as the holder of the shares.
<b>"Ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006.
<b>"Ordinary Share"</b>	an ordinary share of £1.00 in the capital of the Company, as provided in Article 22.
<b>"Paid"</b>	means paid or credited as paid.
<b>"Participate"</b>	in relation to a directors' meeting, has the meaning given in article 12.
<b>"Preference B1 Share"</b>	a 8.75% cumulative, non-voting, preference share of £1.00 in the capital of the Company, as provided in Article 23
<b>"Preference B2 Share"</b>	a 9.25% cumulative, non-voting, preference share of £1.00 in the capital of the Company, as provided in Article 23
<b>"Preference B3 Share"</b>	a 6.50% cumulative, non-voting, preference share of £1.00 in the capital of the Company, as provided in Article 23
<b>"Preference Shares"</b>	Preference B1 Shares and Preference B2 Shares and Preference B3 Shares (or either of them as the case requires)
<b>"Redeemable"</b>	means the shares may be bought back by the Company on a pre-determined date.
<b>"Shareholder"</b>	means a person who is the holder of a share in the company.
<b>"Shares"</b>	means shares in the company.

<b>"Special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006.
<b>"Transmittee"</b>	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law.

## **2. Construction of articles**

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts.

A reference in these articles to any act or matter relating to the directors shall, at any time there is only a single director, be construed in terms that the single director has the powers stated for multiple directors. Accordingly, any provision requiring a particular number of directors shall be considered to be satisfied by a single director.

## **3. Liability of members**

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

## **Part 2**

### **Directors**

## **4. Number of directors**

4.1. There shall be between one and six directors.

## **5. Directors' general authority**

- 5.1. Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers provided under these articles.
- 5.2. Subject to these articles, a director appointed to represent the interests of a particular group of shareholders shall have no greater power, authority or control as a result of that representation, than any other director.



## **6. Shareholders' reserve power**

- 6.1. The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## **7. Directors may delegate**

- 7.1. An individual director may not delegate his power as a director to another person except by proxy or by the appointment of an alternate director.
- 7.2. The body of directors may delegate powers to a committee of their own body under such arrangements as they shall decide.
- 7.3. The directors may instruct any person to take any action in the interest of the company.
- 7.4. The directors may invite the attendance of any person to a meeting of the directors and to address the meeting.

## **8. Committees**

- 8.1. 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.
- 8.2. Subject to any such regulations, the meetings and procedures of any committee or sub-committee shall be governed by the provisions of these articles regulating the meetings and procedures of directors.

## **9. Directors to take decisions collectively**

- 9.1. A decision by the director(s) may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 9.2. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- 9.3. A decision of the directors on any on the following matters must be ratified by the passing of a special resolution of the shareholders in general meeting:
  - 9.3.1 change of name of company;

- 9.3.2 dissolve the company;

## **10. Directors' written resolutions**

- 10.1. Any director may propose a written resolution by giving written notice to the other directors.
- 10.2. Where the company has more than one director, a directors' written resolution is adopted when a majority of 2 directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the directors have:
  - 10.3. signed one or more copies of it; or
  - 10.4. otherwise indicated their agreement to it in writing.
- 10.5. Where the company has more than one director, a directors' written resolution is not adopted if the number of directors who have signed it is less than the quorum for directors' meetings.

## **11. Calling a directors' meeting**

- 11.1. Any director may call a directors' meeting by giving notice of the meeting to the other directors.
- 11.2. Notice of any directors' meeting must indicate:
  - 11.2.1 its proposed date and time;
  - 11.2.2 where it is to take place; and
  - 11.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3. Written notice of a directors' meeting must be given to each director.
- 11.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **12. Participation in directors' meetings**

- 12.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- 12.1.1 the meeting has been called and takes place in accordance with the articles, and
- 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **13. Quorum for directors' meetings**

- 13.1. Where the company has more than one director, at a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. Where the company has more than one director, the quorum for directors' meetings may be fixed from time to time by a decision of the directors.
- 13.3. Where the company has more than one director, 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 to call a general meeting so as to enable the shareholders to appoint further directors.
- 13.4. No provision of the articles or rule made by the directors requires it to have more than one director (either generally or for the purposes of taking decisions other than majority decisions).
- 13.5. Where the Company has only a single director then one Director attending and voting shall constitute a quorum.

### **14. Casting vote**

- 14.1. In the event of equality of votes for and against a resolution, the director representing Class "A" shareholders shall have a casting vote.

### **15. Conflicts of interest**

- 15.1. Where the company has more than one director, if a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement by the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 15.2. Last previous sub article shall not apply in any one of the following circumstances, that is to say when:
- 15.2.1 the company by ordinary resolution dis-applies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
  - 15.2.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 15.2.3 the director's conflict of interest arises from a permitted cause.
- 15.3. For the purposes of this article, a discussion and/or decision of the directors on one of the following matters is a permitted cause:
- 15.3.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company;
  - 15.3.2 subscription, or an agreement to subscribe, for shares or other securities of the company;
  - 15.3.3 the possibility of conflict between the interests of different classes of shareholder.
  - 15.3.4 pension or some other benefit to employees and directors or former employees and directors of the company, which do not provide any different benefit for directors or former directors.
- 15.4. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.5. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, any business of the meeting relevant to the participation shall be adjourned for no longer than to allow sufficient time for the secretary to give notice of the adjourned date. The first business at the adjourned meeting shall be as to the entitlement of those present to vote on the adjourned question.
- 15.6. If at the adjourned meeting the question remains unresolved, the directors shall call a general meeting of the company, for the purpose of resolving the issue.

## **16. Records of decisions to be kept**

The directors must ensure that the company keeps a record, for at least 6 years from the date of the record made, of copies of all resolution, minutes of all proceedings of general meetings and of every decision taken by the directors.

## **17. Methods of appointing directors**

- 17.1. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by an ordinary resolution of the company in general meeting.
- 17.2. In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
- 17.3. For the purposes of sub-article 2, above, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

## **18. Termination of director's appointment**

A person ceases to be a director as soon as:

- 18.1. that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 18.2. a bankruptcy order is made against that person;
- 18.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 18.4. a registered medical practitioner who is treating that person gives a written opinion to the company stating that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 18.5. 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;
- 18.6. it is resolved in general meeting that a director be removed as a director of the company with immediate effect.

## **19. Directors' remuneration**

- 19.1. A director shall provide services to the company in accordance with the terms of his contract of employment or other document setting out the services and responsibilities for which he shall be paid.
- 19.2. The structure of all systems or arrangements which result in a payment being made to a director shall be approved by the shareholders in advance of any payment being made.

- 19.3. Every payment made to a director and not approved by the shareholders in principle, in advance, is subject to approval after the event by the shareholders annually in general meeting.
- 19.4. If at any time, the shareholders dis-approve of a payment which has been made to a director, the shareholders, may, if they think fit, demand repayment by the director of the sum dis-approved.

## **20. Directors' expenses**

The company may re-imburse a director for payments reasonably made by him in the course of discharging his responsibilities to the company.

## **Part 3**

## **Shares and distributions**

## **21. Share capital**

- 21.1. The share capital of the company is divided into
- 21.1.1 Ordinary Shares
  - 21.1.2 Preference B1 Shares
  - 21.1.3 Preference B2 Shares
  - 21.1.4 Preference B3 Shares
- 21.2. Subject to the provisions of the Companies Acts and these articles and to any resolution passed by the company and without prejudice to any rights attached to existing shares, the board may offer, allot, grant options over or otherwise deal with or dispose of shares in the company to such persons, at such times and for such consideration and upon such terms as the board may decide.

## **22. Rights attaching to Ordinary Shares**

The rights attaching to each ordinary share in the company are those set out in the Companies Act and otherwise as provided in these articles.

## 23. Rights attaching to Preference B1 Shares

The following rights attach to each Preference B1 Share in the company. The rights here set out vary the rights set out in the Companies Act but do not reduce any right, except as specified in this article.

### 23.1. Dividend

Subject to the company having sufficient distributable profits, the Preference B1 Shares shall confer on the holders the right to a preferential dividend (the "**Preference B1 Dividend**") at a rate of **8.75%** annually on the capital paid up thereon.

### 23.2. Return of Capital

On a return of assets (on liquidation or otherwise), the holders of Preference B1 Shares shall be entitled, *pari passu* with the right of the holders of the Preference B2 Shares and Preference B3 Shares, but in priority to other Shareholders, to be paid, out of the surplus assets of the Company which remain after payment of its liabilities:

23.2.1 the capital paid up on the Preference B1 Shares (including any premium subscribed); together with

23.2.2 a sum equal to any accruals and arrears of the Preference B1 Dividend on those shares (whether earned or declared, or not), calculated down to the date of the return of capital,

and, for the avoidance of doubt, the holders of Preference B1 Shares shall not be entitled to any further or other participation in the profits or assets of the Company.

### 23.3. Voting

The holders of the Preference B1 Shares shall not be entitled to receive notice of, attend or vote at any general meeting of the Company or receive or vote upon any written resolution of the members of the Company.

### 23.4. Calls on Shares (Share Buyback)

23.4.1 The Company may, subject to it complying with Part 18 of the Companies Act, buy back the Preference B1 Shares after the first anniversary of the allotment of such Preference Shares at the discretion of the company by resolution of the directors and the delivery of a buyback notice (**Buyback Notice**) to the holders of the Preference B1 Shares specifying the number of Preference B1 Shares to be acquired by the company and entitling the holders of the Preference B1 Shares to a repayment of the capital paid up on such Preference B1 Shares (together with a sum equal to any arrears or accruals of the notified dividend calculated down to the date of such repayment and to be payable whether earned or declared or not). Preference B1 Shares shall not entitle the holders to any further or other participation in the profits or assets of the company.

- 23.4.2 Subject to Article 23, the Company has 1 calendar month from the date of the Buyback Notice to complete the buyback of the Preference B1 Shares in whole or in part, as the board may decide.
- 23.4.3 The buyback may be postponed or cancelled upon providing 7 days' notice by the board.

## 24. Rights attaching to Preference B2 Shares

The following rights attach to each Preference B2 Share in the company. The rights here set out vary the rights set out in the Companies Act but do not reduce any right, except as specified in this article.

### 24.1. Dividend

Subject to the company having sufficient distributable profits, the Preference B2 Shares shall confer on the holders the right to a preferential dividend (the "**Preference B2 Dividend**") at a rate of **9.25%** annually on the capital paid up thereon.

### 24.2. Return of Capital

On a return of assets (on liquidation or otherwise), the holders of Preference B2 Shares shall be entitled, *pari passu* with the right of the holders of the Preference B1 Shares and Preference B3 Shares, but in priority to other Shareholders, to be paid, out of the surplus assets of the Company which remain after payment of its liabilities:

- 24.2.1 the capital paid up on the Preference B2 Shares (including any premium subscribed); together with
- 24.2.2 a sum equal to any accruals and arrears of the Preference B1 and Preference B3 Dividend on those shares (whether earned or declared, or not), calculated down to the date of the return of capital,

and, for the avoidance of doubt, the holders of Preference B1 Shares and Preference B3 Shares shall not be entitled to any further or other participation in the profits or assets of the Company.

### 24.3. Voting

The holders of the Preference B2 Shares shall not be entitled to receive notice of, attend or vote at any general meeting of the Company or receive or vote upon any written resolution of the members of the Company.

### 24.4. Calls on Shares (Share Buyback)

- 24.4.1 The Company may, subject to it complying with Part 18 of the Companies Act, buy back the Preference B2 Shares after the first anniversary of the allotment of such Preference Shares at the discretion of the company by resolution of the directors and the delivery of a buyback notice (**Buyback Notice**) to the holders of the Preference B2 Shares specifying the number of Preference B2 Shares to be acquired by the company and entitling the



holders of the Preference B2 Shares to a repayment of the capital paid up on such Preference B2 Shares (together with a sum equal to any arrears or accruals of the notified dividend calculated down to the date of such repayment and to be payable whether earned or declared or not). Preference B2 Shares shall not entitle the holders to any further or other participation in the profits or assets of the company.

24.4.2 Subject to Article 23, the Company has 1 calendar month from the date of the Buyback Notice to complete the buyback of the Preference B2 Shares in whole or in part, as the board may decide.

24.4.3 The buyback may be postponed or cancelled upon providing 7 days' notice by the board.

## **25. Rights attaching to Preference B3 Shares**

The following rights attach to each Preference B3 Share in the company. The rights here set out vary the rights set out in the Companies Act but do not reduce any right, except as specified in this article.

### **25.1. Dividend**

Subject to the company having sufficient distributable profits, the Preference B3 Shares shall confer on the holders the right to a preferential dividend (the "**Preference B3 Dividend**") at a rate of **6.50%** annually on the capital paid up thereon.

### **25.2. Return of Capital**

On a return of assets (on liquidation or otherwise), the holders of Preference B3 Shares shall be entitled, *pari passu* with the right of the holders of the Preference B1 Shares and Preference B2 Shares, but in priority to other Shareholders, to be paid, out of the surplus assets of the Company which remain after payment of its liabilities:

25.2.1 the capital paid up on the Preference B3 Shares (including any premium subscribed); together with

25.2.2 a sum equal to any accruals and arrears of the Preference B1 and Preference B2 Dividend on those shares (whether earned or declared, or not), calculated down to the date of the return of capital,

and, for the avoidance of doubt, the holders of Preference B3 Shares shall not be entitled to any further or other participation in the profits or assets of the Company.

### **25.3. Voting**

The holders of the Preference B3 Shares shall not be entitled to receive notice of, attend or vote at any general meeting of the Company or receive or vote upon any written resolution of the members of the Company.

### **25.4. Calls on Shares (Share Buyback)**

- 25.4.1 The Company may, subject to it complying with Part 18 of the Companies Act, buy back the Preference B3 Shares after the first anniversary of the allotment of such Preference Shares at the discretion of the company by resolution of the directors and the delivery of a buyback notice (**Buyback Notice**) to the holders of the Preference B3 Shares specifying the number of Preference B3 Shares to be acquired by the company and entitling the holders of the Preference B3 Shares to a repayment of the capital paid up on such Preference B3 Shares (together with a sum equal to any arrears or accruals of the notified dividend calculated down to the date of such repayment and to be payable whether earned or declared or not). Preference B3 Shares shall not entitle the holders to any further or other participation in the profits or assets of the company.
- 25.4.2 Subject to Article 23, the Company has 1 calendar month from the date of the Buyback Notice to complete the buyback of the Preference B1 Shares in whole or in part, as the board may decide.
- 25.4.3 The buyback may be postponed or cancelled upon providing 7 days' notice by the board.

## **26. Shares to be fully paid up**

- 26.1. No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- 26.2. This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

*OR*

- 26.3. This does not apply to shares issued:
  - 26.3.1 on the formation of the company by the subscribers to the company's memorandum;
  - 26.3.2 to an employee of or contractor to, the company under a contract which provides the issue of shares as an incentive for the better service to the company. In any such circumstance, any class of shares shall be issued as fully paid.

## **27. Powers to allot new shares and issue different classes of share**

- 27.1. Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

- 27.2. 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.
- 27.3. Sections 561 and 562 of the Companies Act 2006, in relation to all allotments by the company of equity securities, are hereby excluded.
- 27.4. The company may allot any equity securities to any person without first offering them to the shareholders (or any of them).

## **28. Company not bound by less than absolute interests**

- 28.1. No person is to be recognised by the company as holding any share upon any trust, and the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.
- 28.2. As an exception to the last previous sub-article, the company will recognise an interest in any share held by trustees of a trust or will trust the beneficiaries of which are related to any past or present shareholder.

## **29. Share certificates**

- 29.1. In respect only of fully paid shares, the company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds. Certificates may be in paper or electronic form.
- 29.2. Every certificate must specify:
  - 29.2.1 in respect of how many shares, of what class, it is issued;
  - 29.2.2 the nominal value of those shares;
  - 29.2.3 that the shares are fully paid; and
  - 29.2.4 any distinguishing numbers assigned to them.
- 29.3. No certificate may be issued in respect of shares of more than one class.
- 29.4. If more than one person holds a share, only one certificate may be issued in respect of it.
- 29.5. Each certificate must be signed by a director of the company in confirmation of its validity.

## **30. Replacement share certificates**

- 30.1. If a certificate issued in respect of a shareholder's shares is:
  - 30.1.1 damaged or defaced, or
  - 30.1.2 said to be lost, stolen or destroyed,that shareholder is entitled to be issued with a replacement certificate in respect of the same shares at a fee put forward by the Company.
- 30.2. A shareholder exercising the right to be issued with such a replacement certificate:
  - 30.2.1 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
  - 30.2.2 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

## **31. Share transfers (General)**

- 31.1. Shares may be transferred by means of a document of transfer executed by or on behalf of the transferor. Such document of transfer must be in any usual form or any other form approved by the directors.
- 31.2. No fee may be charged for registering any document of transfer or other document relating to or affecting the title to any share.
- 31.3. The company may retain any document of transfer which is registered.
- 31.4. The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 31.5. Within [14] days of receipt of a document of transfer the company shall either register the share transfer or notify the sender that they refuse to register it. If they refuse, the document of transfer must be returned not later than two months to the transferee with the notice of refusal unless there is a suspect that the proposed transfer may be fraudulent.

## **32. Share Transfers**

- 32.1. In these Articles, reference to the transfer of a share includes the transfer, assignment or other disposal of a beneficial or other interest in that share, or the creation of a trust or encumbrance over that share, and reference to a share includes a beneficial or other interest in a share.

- 32.2. No share shall be transferred unless the transfer is made in accordance with these Articles or with the prior written consent of the holders of the Ordinary Shares.
- 32.3. Subject to article 31.4, the directors must register any duly stamped transfer made in accordance with these Articles and shall not have any discretion to register any transfer of shares which has not been made in compliance with these Articles.
- 32.4. The directors may, as a condition to the registration of any transfer of shares in the Company require the transferee to execute and deliver to the Company a deed under which the transferee agrees to be bound by the terms of any shareholders' agreement (or similar document) in force between the shareholders in such form as the directors may reasonably require (but not so as to oblige the transferee to have any obligations or liabilities greater than those of the proposed transferor under any such agreement or other document). If any such condition is imposed in accordance with this article 31.4, the transfer may not be registered unless that deed has been executed and delivered to the Company's registered office by the transferee.

### **33. Pre-Emption Rights on the transfer of Shares**

- 33.1. A holder of Preference Shares (Seller) wishing to transfer all (but not some only) of its Preference Shares (Sale Shares) must give a Transfer Notice to the Founding Shareholder giving details of the proposed transfer including:
  - 33.1.1 the identity of the proposed buyer; and
  - 33.1.2 the price (in cash) at which it proposes to sell the Sale Shares.
- 33.2. Within 20 Business Days of receipt (or deemed receipt) of a Transfer Notice, the Founding Shareholder shall be entitled (but not obliged) to give notice in writing to the Seller that it wishes to purchase the Sale Shares at their nominal value (Purchase Notice).
- 33.3. The Founding Shareholder is bound to buy all of the Seller's Sale Shares at their nominal value when it gives a Purchase Notice to the Seller under article 32.2.
- 33.4. If, at the expiry of the period specified in article 32.2, the Founding Shareholder has not given a Purchase Notice, the Seller may transfer all its Sale Shares to the buyer identified in the Transfer Notice (subject to the provisions of article 31 where applicable) at a price not less than the price set

- out in the Transfer Notice provided that it does so within two months of the expiry of the period specified in article 32.2.

## **34. Transmission of shares**

- 34.1. If title to a share passes to a transmittee, the company will recognise only the transmittee as having any title to that share.
- 34.2. Subject to the articles and pending any transfer of the shares to another person, a transmittee who produces such evidence of entitlement to shares as the directors may properly require, has the same rights as the holder had.
- 34.3. A transmittee who produces such evidence of entitlement, may request the directors to transfer the shares to himself or some other person.
- 34.4. The directors may accept or refuse the request in their discretion without giving a reason.
- 34.5. A transmittee has no right to attend or vote at a general meeting or agree to a proposed written resolution.
- 34.6. As an exception to the above discretion, the directors shall register any transfer from a personal representative or trustee of a deceased former shareholder.
- 34.7. If the transmittee wishes to have a share transferred to another person, the transmittee must execute a document of transfer in hard copy form in respect of it.
- 34.8. Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.
- 34.9. 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 has been entered in the register of members.

## **35. Procedure for declaring dividends**

- 35.1. The company may by ordinary resolution declare dividends or the directors may declare an interim dividend in their discretion.
- 35.2. A dividend must not be declared unless the directors have made a recommendation that a dividend should be declared and to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 35.3. No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

- 35.4. 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.
- 35.5. No dividend may be paid on Ordinary Shares if, at the time of declaring the dividend, any Preference Dividend is in arrears.
- 35.6. The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 35.7. 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.

## **36. Payment of dividends and other distributions**

- 36.1. 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:
  - 36.1.1 transfer to a bank or building society account specified by the payee either in writing or as the directors may otherwise decide;
  - 36.1.2 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;
  - 36.1.3 sending a cheque made payable to such person by post to such person at such address as the payee has specified either in writing or as the directors may otherwise decide; or
  - 36.1.4 any other means of payment as the directors agree with the payee either in writing or by such other means as the directors decide.
- 36.2. Subject to the provisions of these articles 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 currency conversions as the directors may select.
- 36.3. In these articles, the "payee" means, in respect of a share in respect of which a dividend or other sum is payable:
  - 36.3.1 the holder of the share; or
  - 36.3.2 if the share has two or more joint holders, whichever of them is named first in the register of members; or
  - 36.3.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee; or

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

## **37. No interest on distributions**

- 37.1. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:
  - 37.1.1 the terms on which the share was issued; or
  - 37.1.2 the provisions of some other agreement between the holder of that share and the company.

## **38. Unclaimed distributions**

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

## **39. Non-cash distributions**

- 39.1. Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company) and the Directors shall give effect to such resolution.
- 39.2. For the purpose of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:
  - 39.2.1 fixing the value of any asset;



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

39.2.3 vesting any assets in trustees.

#### **40. Waiver of distributions**

40.1. A distribution recipients may waive his entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect.

40.2. If a share has more than one holder, or more than one person is entitled to the share, for whatever reason, the notice is not effective unless it is expressed to be given, and is signed by, all the holders or persons otherwise entitled to the share.

#### **41. Authority to capitalise and appropriation of capitalised sums**

41.1. Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:

41.1.1 capitalise any profit of the company (whether or not it is available for distribution) which is not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

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

41.2. Capitalised sums must be applied:

41.2.1 on behalf of the persons entitled; and

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

41.3. Subject to the approval of the company in general meeting, 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.

41.4. 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.

41.5. Subject to the articles the directors may apply capitalised sums in accordance with this article partly in one way and partly in another.

41.6. The directors may make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article, including:

- 41.6.1 disregard fractional entitlements; or
- 41.6.2 issue fractional certificates; or
- 41.6.3 make cash payments; and/or
- 41.6.4 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

## **Part 4**

### **Decision-making by shareholders**

#### **42. Attendance and speaking at general meetings**

- 42.1. Every holder of Ordinary Shares has the right to speak at a general meeting
- 42.2. The chairman of a general meeting may declare that the subject matter of a member's speech is not relevant to a matter on the agenda and may refuse to allow that person to continue to speak.
- 42.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it, including making arrangements for postal or electronic voting.
- 42.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 42.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 42.6. Notice of every general meeting must be given to every member and accordingly the provisions of section 313(1) of the Companies Act 2006 shall not apply to the proceedings of the company.

#### **43. Requirement for quorum for general meetings**

- 43.1. 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.
- 43.2. The quorum for members' meetings may be fixed from time to time by an ordinary resolution except that
  - a quorum must never be less than two, and unless otherwise fixed it is two.

#### **44. Chairing general meetings**

- 44.1. If the directors have appointed a chairman, the chairman shall chair a general meeting if present and willing to do so.
- 44.2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, then:
  - 44.2.1 the directors present, or
  - 44.2.2 if no directors are present, the meeting,Must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 44.3. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

#### **45. Attendance and speaking by directors and non-shareholders**

- 45.1. A director may attend and speak at a general meeting, whether or not he is a shareholder.
- 45.2. The chairman of the meeting may permit any other person who is neither a shareholder of the company, nor otherwise entitled to exercise the rights of a shareholder in relation to a general meeting, to attend and speak at a general meeting.

#### **46. Adjournment**

- 46.1. 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.
- 46.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if either:
  - 46.2.1 the meeting consents to an adjournment, or
  - 46.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 46.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 46.4. When adjourning a general meeting, the chairman of the meeting must:

- 46.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - 46.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 46.5. 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):
  - 46.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
  - 46.5.2 containing the same information which such notice is required to contain.
- 46.6. 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.

## **47. Voting: general**

- 47.1. At a general meeting the chairman must put each resolution to the vote by a show of hands. If the resolution is carried unanimously, that result is final. If a resolution is not carried unanimously, the chairman shall put it to a poll.

## **48. Poll votes**

- 48.1. A poll on a resolution shall take place:
  - 48.1.1 as provided in last previous article, or
  - 48.1.2 when demanded in advance of the general meeting where it is to be put to the vote.
- 48.2. A poll may be demanded by a director or by any person having the right to vote at the meeting.
- 48.3. A demand for a poll may be withdrawn if the poll has not yet been taken.
- 48.4. A poll must be taken immediately and in such manner as the chairman of the meeting directs.

## **49. Errors and disputes**

- 49.1. 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 made, and every vote not disallowed at the meeting is valid.

- 49.2. Any such objection must be referred to the chairman of the meeting, whose decision must be based on the articles and the law.

## **50. Content of a proxy notice**

- 50.1. A proxy may validly be appointed only by a notice in writing (a "proxy notice") which:
- 50.1.1 states the name and address of the shareholder appointing the proxy;
  - 50.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
  - 50.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 50.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 50.2. The company may require a proxy notice to be delivered in a particular form, and may specify different forms for different purposes.
- 50.3. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 50.4. Unless a proxy notice indicates otherwise, it must be treated as:
- 50.4.1 allowing the person appointed under it as a proxy to exercise the number of votes attached to the shares of his appointor;
  - 50.4.2 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 50.4.3 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **51. Delivery of proxy notices**

- 51.1. A proxy notice in hard or soft copy must be received not less than 48 hours at the place and by the deadline specified in the notice convening the meeting.
- 51.2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person. His personal attendance automatically revokes the appointment from the moment of his attendance.

- 51.3. 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.
- 51.4. A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 51.5. 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 appointor's behalf.

## **52. Amendments to resolutions**

- 52.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 52.1.1 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
  - 52.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 52.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 52.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 52.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

## **Part 5**

### **Administrative arrangements**

## **53. Means of communication to be used**

- 53.1. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the company.
- 53.2. Any notice, document or information (including a share certificate) which is delivered by hand or sent by first class post or recorded delivery or by e-mail.

It shall be deemed to have been delivered:

if delivered by hand: on the day of delivery;

if sent by post to the correct address: within 72 hours of posting;

if sent by e-mail to the address from which the receiving party has last sent e-mail: within 48 hours if no notice of non-receipt has been received by the sender.

and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed and, in the case of post, pre-paid and posted.

53.3. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

53.4. 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 specified time of their being sent, and for the specified time to be less than that provided in this article.

## **54. Joint holders**

54.1. Unless otherwise specified in these articles, anything which needs to be agreed or specified by the joint holders of a share shall for all purposes be taken to be agreed or specified by all the joint holders where it has been agreed or specified by the joint holder whose name stands first in the register of members in respect of the share.

54.2. Except as otherwise specified in the articles, any notice, document or information which is authorised or required to be sent or supplied to joint holders of a share may be sent or supplied to the joint holder whose name stands first in the register of members in respect of the share, to the exclusion of the other joint holders.

54.3. The provisions of this article shall have effect in place of the provisions of Schedule 5 of the Companies Act 2006 regarding joint holders of shares.

## **55. No right to inspect accounts and other records**

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

## **56. Indemnity**

- 56.1. In this article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.
- 56.2. Subject to sub-paragraph (3), a director or former director of the company or of an associated company may be indemnified out of the company's assets against:
  - 56.2.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
  - 56.2.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
  - 56.2.3 any other liability incurred by that director as an officer of the company or an associated company.
- 56.3. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

## **57. Insurance**

- 57.1. In this article, "relevant loss" means any loss or liability which has been or may be incurred by a director or former director in connection with his duties or powers in relation to the company, any associated company or any pension fund or similar arrangement.
- 57.2. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any director or former director, against any relevant loss.