

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11523673**

The Registrar of Companies for England and Wales, hereby certifies that

REGENCY ENTERTAINMENT (UK) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **17th August 2018**



* N11523673F *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **17/08/2018**

X7CK2RCR

Company Name in full: **REGENCY ENTERTAINMENT (UK) LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **71 QUEEN VICTORIA STREET
LONDON
UNITED KINGDOM EC4V 4BE**

Sic Codes: **59131
59132
59133**

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **YARIV DOV**

Surname: **MILCHAN**

Service Address: **C/O NEW REGENCY PRODUCTIONS, INC. 10201 W. PICO BLVD.,
BUILDING 12
LOS ANGELES
CALIFORNIA
UNITED STATES 90035**

*Country/State Usually
Resident:* **UNITED STATES**

Date of Birth: ****/12/1968** *Nationality:* **FRENCH**

Occupation: **ENTERTAINMENT
EXECUTIVE**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**

Full Forename(s): **GABRIEL**

Surname: **HODES**

Service Address: **recorded as Company's registered office**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/03/1956** *Nationality:* **BRITISH**

Occupation: **CHARTERED
ACCOUNTANT**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

| | | | |
|-------------------------------|-----------------|---------------------------------|-------------|
| <i>Class of Shares:</i> | ORDINARY | <i>Number allotted</i> | 1000 |
| <i>Currency:</i> | GBP | <i>Aggregate nominal value:</i> | 1000 |
| <i>Prescribed particulars</i> | | | |

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON A WINDING UP; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

| | | | |
|------------------|------------|---------------------------------------|-------------|
| <i>Currency:</i> | GBP | <i>Total number of shares:</i> | 1000 |
| | | <i>Total aggregate nominal value:</i> | 1000 |
| | | <i>Total aggregate unpaid:</i> | 0 |

Initial Shareholdings

Name: **MONARCHY ENTERPRISES
S.A.R.L.**

Class of Shares: **ORDINARY**

Address **HELIOS BUILDING 12 RUE
GUILLAUME KROLL
L-1882 LUXEMBOURG
LUXEMBOURG**

Number of shares: **1000**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **ARNON MILCHAN**

Country/State Usually Resident: **ISRAEL**

Date of Birth: ****/12/1944** *Nationality:* **ISRAELI**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

| | |
|--------------------------|---|
| <i>Nature of control</i> | The person holds, directly or indirectly, 75% or more of the shares in the company. |
| <i>Nature of control</i> | The person holds, directly or indirectly, 75% or more of the voting rights in the company. |
| <i>Nature of control</i> | The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company. |

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **MONARCHY ENTERPRISES S.A.R.L.**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

Regency Entertainment (UK) Limited

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 and to take at least one share.

| Name of each subscriber | Authentication by each subscriber |
|-------------------------|-----------------------------------|
|-------------------------|-----------------------------------|

| | |
|-------------------------------|-------------------------------|
| Monarchy Enterprises S.a.r.l. | Monarchy Enterprises S.a.r.l. |
|-------------------------------|-------------------------------|

Dated 17/8/2018

A Private Company Limited by Shares

Articles of Association of Regency
Entertainment (UK) Limited

Contents

| No. | Heading | Page |
|-----|--|------|
| 1. | Interpretation | 1 |
| 2. | Applicability of Model Articles | 1 |
| 3. | Decision-making by directors | 1 |
| 4. | Directors' interests | 2 |
| 5. | Appointment and removal of directors | 3 |
| 6. | Alternate directors | 3 |
| 7. | Allotment of shares | 3 |
| 8. | Payment of dividends and other distributions | 3 |
| 9. | Administrative arrangements | 4 |

Articles of Association of Regency Entertainment (UK) Limited

1. Interpretation

1.1 In these Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006, as amended, extended, consolidated or re-enacted from time to time;

"Business Day" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London;

"electronic means" has the meaning given in section 1168 of the Act; and

"Model Articles" means the model articles for private companies limited by shares set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date when these Articles become binding on the Company, and reference to a numbered Model Article is to the relevant article of the Model Articles.

1.2 In these Articles, unless the contrary intention appears, any reference to the singular includes the plural and vice versa and reference to any gender includes the other genders.

2. Applicability of Model Articles

2.1 The Model Articles apply to the Company save as inconsistent with these Articles.

2.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles.

3. Decision-making by directors

3.1 The general rule about decisions of the directors is that they must:

(a) be a majority decision taken at a directors' meeting; or

(b) take the form of a resolution in writing, copies of which have been signed by a majority of eligible directors or to which a majority of eligible directors has otherwise indicated agreement in writing, provided that the eligible directors signing or indicating agreement to the resolution would have formed a quorum at a directors' meeting.

3.2 References in Article 3.1(b) to eligible directors are to directors that would have been entitled to vote on the matter and have their votes counted if it had been proposed as a resolution at a directors' meeting.

3.3 Model Articles 7(1) and 8 do not apply.

- 3.4 Notice of a directors' meeting (or any adjournment thereof) given to a director by electronic means, if sent to an electronic address provided by the director for the purpose, is deemed to have been received by the director one hour after it was sent.
- 3.5 Entitlement to notice of a directors' meeting may be waived by a director by giving notice to that effect to the Company at any time before or after the meeting and such waiver does not affect the validity of the meeting or of any business conducted at it. Model Article 9(4) does not apply.
- 3.6 Directors may participate in a directors' meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. If all the directors participating in a meeting are not in the same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is. Model Article 10 does not apply.
- 3.7 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting. The quorum for a directors' meeting is two directors. Model Article 11 does not apply.
4. Directors' interests
- 4.1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company, may be:
- (a) appointed as director of the Company by notice in writing by any shareholder in accordance with these Articles;
 - (b) a shareholder or an employee or director or other officer of, or otherwise engaged by or interested in, any shareholder or any parent undertaking of any shareholder or any subsidiary undertaking of any parent undertaking of any shareholder;
 - (c) an employee or director or other officer of any subsidiary undertaking of the Company or any undertaking in which the company is otherwise interested;
 - (d) a beneficiary of any trust or trusts established for the benefit of employees and directors or former employees and directors of the Company.
- 4.2 The directors shall have no power to authorise any matter which would or might give rise to any breach of the duty of a director under section 175 of the Act 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. For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- 4.3 A director may from time to time disclose to any shareholder who has appointed him such information concerning the business and affairs of the Company as he sees fit.
- 4.4 A director is not required to disclose to the Company any confidential information he obtains in any capacity described in Article 4.1(b) or 4.1(c) or to apply any such information in performing his duties as a director of the Company, if to do so would result in a breach of a duty or obligation of confidence owed by him.

- 4.5 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 4.1 and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit.
- 4.6 A director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision making process for quorum and voting purposes if his conflict of interest arises only from a situation described Article 4.1. Model Article 14 is modified accordingly.
- 5. Appointment and removal of directors**
- 5.1 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 notice to the Company by a shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings.
- 5.2 A shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings may by notice to the Company remove from office any director (whether or not such director was appointed under Article 5.1).
- 5.3 Any appointment or removal of a director under Articles 5.1 or 5.2 must be made by notice in writing to the Company and takes effect on delivery to the registered office of the Company or at any directors' meeting or any later date specified in the notice.
- 5.4 These provisions apply in addition to Model Articles 17 and 18.
- 6. Alternate directors**
- Articles 13(3), 15 and 25 to 27 (inclusive) of the model articles for public companies limited by shares, set out at Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as in force on the date when these Articles become binding on the Company apply to the Company.
- 7. Allotment of shares**
- 7.1 The directors shall not exercise any power to allot, or to grant rights to subscribe for or to convert any security into shares in the Company, or to sell any ordinary shares held by the Company as treasury shares, save to the extent authorised from time to time by ordinary resolution.
- 7.2 Sections 561 and 562 of the Act do not apply to the allotment of equity securities (within the meaning given by section 560 of the Act) by the Company.
- 8. Payment of dividends and other distributions**
- 8.1 In Model Article 30(4), the words "the terms on which shares are issued" are replaced with "the rights attached to any shares".
- 8.2 In Model Articles 31(1)(a) to (c) (inclusive), the words "either" and "or as the directors may otherwise decide" are deleted, and in Model Article 31(d) the words "either" and "or by such other means as the directors decide" are deleted.
- 8.3 In Model Article 32(a), the words "the terms on which the share was issued" are replaced with "the rights attached to the share".

9. Administrative arrangements

- 9.1 Any communication by any shareholder to any other shareholder under these Articles may be sent in any way in which the Company may from time to time send or supply anything to that other shareholder under Model Article 48(1).
- 9.2 Anything sent or supplied by the Company to a shareholder, or by a shareholder to the Company, under and in accordance with the Act, or by the Company or a shareholder under and in accordance with these Articles, is deemed to have been received by the intended recipient:
- (a) if sent by post within the United Kingdom and the sender or supplier is able to show that it was properly addressed, prepaid and posted, two Business Days after it was posted;
 - (b) if sent by post from outside the United Kingdom to an address inside the United Kingdom, or from inside the United Kingdom to an address outside the United Kingdom, and the sender or supplier is able to show that it was properly addressed, prepaid and posted, five Business Days after it was posted;
 - (c) if sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, one hour after it was sent.
- 9.3 A shareholder is entitled to inspect any of the company's accounting or other records. Model Article 50 does not apply.