

**FILE COPY**



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

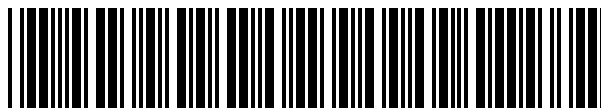
Company Number **14028994**

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

**AMBER AND BLACK (NOTTS) 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 **6th April 2022**



\*N14028994O\*



**Companies House**



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



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **05/04/2022**

*XB1AO0PC*

*Company Name in full:*

**AMBER AND BLACK (NOTTS) LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**3 CASTLEGATE  
GRANTHAM  
LINCOLNSHIRE  
UNITED KINGDOM NG31 6SF**

*Sic Codes:*

**47610  
58110  
70229**

*I wish to partially adopt the following model articles:*

**Private (Ltd by Shares)**

*Company Director*      *1*

*Date of Birth:*    **\*\*/02/1964**                      *Nationality:*        **BRITISH**  
*Occupation:*    **DIRECTOR**

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

*Company Director* 2

Type:	Person
Full Forename(s):	MRS KAREN
Surname:	NGUYEN-VAN-TAM
Service Address:	3 CASTLEGATE GRANTHAM LINCOLNSHIRE UNITED KINGDOM NG31 6SF
Country/State Usually Resident:	ENGLAND

*Date of Birth:*    **\*\*/01/1969**                      *Nationality:*        **BRITISH**  
*Occupation:*     **DIRECTOR**

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

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>A</b>	<i>Number allotted</i>	<b>55</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>55</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ORDINARY SHARES WITH FULL AND EQUAL RIGHTS TO PARTICIPATE IN VOTING IN ALL CIRCUMSTANCES AND IN DIVIDENDS AND CAPITAL DISTRIBUTIONS, WHETHER ON A WINDING UP OR OTHERWISE. DIVIDENDS MAY BE DECLARED AT DIFFERENT RATES, INCLUDING NIL, ON THE DIFFERENT DESIGNATIONS OF SHARES. THE SHARES ARE NOT REDEEMABLE.**

<i>Class of Shares:</i>	<b>B</b>	<i>Number allotted</i>	<b>15</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>15</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ORDINARY SHARES WITH FULL AND EQUAL RIGHTS TO PARTICIPATE IN VOTING IN ALL CIRCUMSTANCES AND IN DIVIDENDS AND CAPITAL DISTRIBUTIONS, WHETHER ON A WINDING UP OR OTHERWISE. DIVIDENDS MAY BE DECLARED AT DIFFERENT RATES, INCLUDING NIL, ON THE DIFFERENT DESIGNATIONS OF SHARES. THE SHARES ARE NOT REDEEMABLE.**

<i>Class of Shares:</i>	<b>C</b>	<i>Number allotted</i>	<b>15</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>15</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ORDINARY SHARES WITH FULL AND EQUAL RIGHTS TO PARTICIPATE IN VOTING IN ALL CIRCUMSTANCES AND IN DIVIDENDS AND CAPITAL DISTRIBUTIONS, WHETHER ON A WINDING UP OR OTHERWISE. DIVIDENDS MAY BE DECLARED AT DIFFERENT RATES, INCLUDING NIL, ON THE DIFFERENT DESIGNATIONS OF SHARES. THE SHARES ARE NOT REDEEMABLE.**

<i>Class of Shares:</i>	<b>D</b>	<i>Number allotted</i>	<b>15</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>15</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ORDINARY SHARES WITH FULL AND EQUAL RIGHTS TO PARTICIPATE IN VOTING IN ALL CIRCUMSTANCES AND IN DIVIDENDS AND CAPITAL DISTRIBUTIONS, WHETHER ON A WINDING UP OR OTHERWISE. DIVIDENDS MAY BE DECLARED AT DIFFERENT RATES, INCLUDING NIL, ON THE DIFFERENT DESIGNATIONS OF SHARES. THE SHARES ARE NOT REDEEMABLE.**

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### **Statement of Capital (Totals)**

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Currency: **GBP**

*Total number of shares:* **100**

*Total aggregate nominal value:* **100**

*Total aggregate unpaid:* **0**

## *Initial Shareholdings*

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<i>Name:</i>	<b>ERIN ELIZABETH ROSE NGUYEN-VAN-TAM</b>	<i>Class of Shares:</i>	<b>B ORDINARY</b>
<i>Address</i>	<b>3 CASTLEGATE GRANTHAM LINCOLNSHIRE UNITED KINGDOM NG31 6SF</b>	<i>Number of shares:</i>	<b>15</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>	<i>Class of Shares:</i>	<b>A ORDINARY</b>
<i>Address</i>	<b>3 CASTLEGATE GRANTHAM LINCOLNSHIRE UNITED KINGDOM NG31 6SF</b>	<i>Number of shares:</i>	<b>55</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>	<i>Class of Shares:</i>	<b>C ORDINARY</b>
<i>Address</i>	<b>3 CASTLEGATE GRANTHAM LINCOLNSHIRE UNITED KINGDOM NG31 6SF</b>	<i>Number of shares:</i>	<b>15</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>	<i>Class of Shares:</i>	<b>D ORDINARY</b>
<i>Address</i>	<b>3 CASTLEGATE GRANTHAM LINCOLNSHIRE UNITED KINGDOM NG31 6SF</b>	<i>Number of shares:</i>	<b>15</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## ***Persons with Significant Control (PSC)***

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**Statement of initial significant control**

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**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**

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## ***Individual Person with Significant Control details***

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*Names:* **SIR JONATHAN STAFFORD NGUYEN-VAN-TAM**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **\*\*/02/1964** *Nationality:* **BRITISH**

*Service Address:* **3 CASTLEGATE  
GRANTHAM  
LINCOLNSHIRE  
UNITED KINGDOM  
NG31 6SF**

*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>	<b>The person holds, directly or indirectly, 75% or more of the shares in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, 75% or more of the voting rights in the company.</b>

## ***Individual Person with Significant Control details***

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*Names:* **MRS KAREN NGUYEN-VAN-TAM**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **\*\*/01/1969** *Nationality:* **BRITISH**

*Service Address:* **3 CASTLEGATE  
GRANTHAM  
LINCOLNSHIRE  
UNITED KINGDOM  
NG31 6SF**

*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>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.</b>

## ***Statement of Compliance***

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

<i>Name:</i>	<b>ERIN ELIZABETH ROSE NGUYEN-VAN-TAM</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>JONATHAN STAFFORD NGUYEN-VAN-TAM</b>
<i>Authenticated</i>	<b>YES</b>

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## ***Authorisation***

<i>Authoriser Designation:</i>	<b>subscriber</b>	<i>Authenticated</i>	<b>YES</b>
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**COMPANY HAVING A SHARE CAPITAL**

**Memorandum of Association of**

**AMBER AND BLACK (NOTTS) 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.

<b>Name of each subscriber</b>	<b>Authentication</b>
ERIN ELIZABETH ROSE NGUYEN-VAN-TAM	Authenticated Electronically
JONATHAN STAFFORD NGUYEN-VAN-TAM	Authenticated Electronically
JONATHAN STAFFORD NGUYEN-VAN-TAM	Authenticated Electronically
JONATHAN STAFFORD NGUYEN-VAN-TAM	Authenticated Electronically

Dated: 05/04/2022

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**AMBER AND BLACK (NOTTS) LIMITED (the "Company")**  
**AS ADOPTED ON INCORPORATION**

**INTRODUCTION**

**1 Interpretation**

In these Articles, the following words have the following meanings:

**A Share:** an A ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles;

**Articles:** the Company's articles of association for the time being in force;

**B Share:** a B ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles;

**Business Day:** a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business;

**CA 2006:** the Companies Act 2006;

**Conflict:** a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;

**C Share:** an C ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles;

**D Share:** an D ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles;

**Eligible Director:** a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

**Interested Director:** has the meaning given in Article 3.1;

**Model Articles:** the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered Model Article is a reference to that article of the Model Articles;

**Shareholder:** the registered holder of shares in the capital of the Company;

**Writing or written:** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

- 1.1 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the CA 2006 shall have those meanings in these Articles.
- 1.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.5 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.
- 1.6 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

## **2 Adoption of The Model Articles**

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Model Articles 14 shall not apply to the Company.

## **DIRECTORS**

### **3 Directors' Interests**

- 3.1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 3.2 Any authorisation under this Article will be effective only if:
  - (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
  - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and
  - (c) the matter was agreed to without the Interested Director voting or would have been



agreed to if the Interested Director's and any other interested director's vote had not been counted.

- 3.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
  - (c) provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
  - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
  - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose that information to the company, or to use it in relation to the company's affairs where to do so would amount to a breach of that confidence; and
  - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 3.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 3.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 3.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 3.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
  - (b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or

arrangement in which he is interested;

- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- (d) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

## **SHARES**

### **4 Shares**

- 4.1 The A Ordinary, B Ordinary, C Ordinary and D Ordinary shares shall rank *pari passu* in all respects save as set out in these Articles.
- 4.2 Subject to CA 2006, a dividend can be declared in favour of any or all classes of Shares and can be the same or different values for each or any class of Share. Subject to the Act, the directors may pay interim dividends and the directors may declare an interim dividend in favour of any or all classes of Shares and can be the same or different values for each or any class of Share. The directors may decide to pay all or part of any dividend or other distribution payable in respect of any class of Share by transferring non-cash assets of equivalent value.
- 4.3 On a winding up or capital distribution, the assets of the company available for distribution among the shareholders shall be applied first in paying to the shareholders a sum equal to the nominal amount of each share held by them and secondly the balance of such assets (if any) shall be distributed amongst the shareholders, *pro rata* (as nearly as may be) according to the nominal amounts paid up or credited as paid up on the shares held by them respectively.
- 4.4 The shares are not redeemable.