

Company number 00723478

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**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER**

**of**

**Mills Associates Limited (the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

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**CIRCULATION DATE: 17 June 2016**

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the "**Resolution**")

**SPECIAL RESOLUTION:**

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolution, hereby resolve unanimously in accordance with chapter 2 of Part 13 of the Act as follows.

*THAT, the articles of association annexed to this resolution as appendix A be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company*

*[Signature page follows]*

WEDNESDAY



LD3 \*L59ODN0R\* 22/06/2016 #58  
COMPANIES HOUSE

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, hereby irrevocably agree that the Resolution be so passed

Signed by



Name. STUART ROSS

Date 17 JUNE 2016

Title DIRECTOR

For and on behalf of Moorepay Group Limited

**IMPORTANT:**

**To signify your agreement to the resolution, you must:**

- **sign this document where indicated above;**
- **return the signed document to the Company using one of the following methods:**
- **deliver it by hand or send it by post to the Company's registered office; and**
- **ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.**

**Note: Once given, your agreement may not be revoked.**

**THE COMPANIES ACT 1948**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**MILLS ASSOCIATES LIMITED**

**PRELIMINARY**

- 1 The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company
- 2 The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

**SHARES**

- 3 The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit

**LIEN**

- 4 The lien conferred by Clause 11 in Part I of Table A shall attach to all shares which are not fully paid, and to all shares 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

### **GENERAL MEETING**

- 5 Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company
- 6 Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum"

### **DIRECTORS**

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors
- 8 Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him
- 9 Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom
- 10 Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom
- 11 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and Clause 84 in Part I of Table A shall be modified accordingly

### **WINDING UP**

- 12 If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always that

the provisions hereof shall be subject to the rights of the holders of shares (if any)  
issued upon special conditions

**FIRST DIRECTORS**

- 13 The first Director(s) of the Company shall be RONALD GERALD MILLS

**FIRST SECRETARY**

- 14 The first Secretary of the Company shall be Alfred Joseph Burton