

**Solar Communications Limited (Company number 02319958)**

**(a Private Company Limited by Shares)**

**("the Company")**

(Circulation Date: **30 AUGUST** 2018)

---

**Written Resolution**

---

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution.

**SPECIAL RESOLUTION**

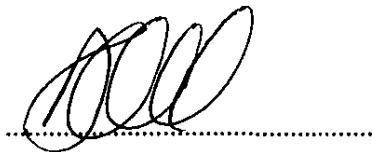
That the articles of association attached to this written resolution (the "New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to give the determination and agree to the resolution:

Signed by



a director, for and on behalf of **Solar Communications Group Limited**

Date

**30 AUGUST 2018**

FRIDAY



A13

\*A7EHPØEZ\*

14/09/2018

#372

COMPANIES HOUSE

EVERSHEDS  
SUTHERLAND

Company No. **02319958**

---

Articles of Association of Solar Communications Limited

---

Incorporated on 21 November 1988

Adopted by special resolution passed on 30 AUGUST 2018

115 Colmore Row  
Birmingham  
B3 3AL  
United Kingdom

T: +44 20 7497 9797  
F: +44 20 7919 4919  
DX 13004 Birmingham  
eversheds.com

## CONTENTS

Article		Page
1	PRELIMINARY .....	1
2	INTERPRETATION.....	1
3	UNANIMOUS DECISIONS OF DIRECTORS .....	1
4	CALLING A DIRECTORS' MEETING.....	2
5	NUMBER OF DIRECTORS.....	2
6	PARTICIPATION IN DIRECTORS' MEETINGS.....	2
7	DIRECTORS' INTERESTS .....	2
8	ALTERNATE DIRECTORS .....	3
9	ALTERNATE DIRECTORS' EXPENSES .....	4
10	SHARES .....	4
11	TRANSFER OF SHARES .....	5
12	TRANSMITTEES BOUND BY PRIOR NOTICES .....	5
13	NOTICE OF GENERAL MEETINGS.....	5
14	PROCEEDINGS AT GENERAL MEETINGS .....	6
15	WRITTEN RESOLUTIONS.....	6
16	COMPANY COMMUNICATION PROVISIONS .....	6
17	REGISTERED OFFICE.....	7
	ANNEXURE.....	8
	Model Articles.....	8

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

OF

SOLAR COMMUNICATIONS LIMITED

Adopted by special resolution passed on **30 AUGUST** 2018

**1. PRELIMINARY**

The model articles of association for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("Model Articles") (a copy of which is annexed) apply to the Company except in so far as they are excluded or varied by these Articles.

**2. INTERPRETATION**

- 2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

<b>"2006 Act"</b>	the Companies Act 2006 (as amended from time to time)
<b>"these Articles"</b>	these Articles of Association as amended from time to time
<b>"electronic means"</b>	has the meaning given in section 1168 of the 2006 Act
<b>"eligible directors"</b>	has the meaning given in Model Article 8(3)
<b>"Majority Shareholder"</b>	a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) of and paragraph (2) of Schedule 6 to the 2006 Act)
<b>"Statutes"</b>	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation in force from time to time relating to companies and affecting the Company
<b>"United Kingdom"</b>	Great Britain and Northern Ireland

- 2.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company.

- 2.3 References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

**3. UNANIMOUS DECISIONS OF DIRECTORS**

A decision of the directors may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has

otherwise indicated agreement in writing. Model Article 8(2) shall not apply to the Company.

4. **CALLING A DIRECTORS' MEETING**

- 4.1 Notice of a directors' meeting shall be given to each director in writing. Model Article 9(3) shall not apply to the Company.

5. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be the subject to any maximum but shall not be less than two.

6. **PARTICIPATION IN DIRECTORS' MEETINGS**

- 6.1 Subject to these Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

6.1.1 the meeting has been called and takes place in accordance with these Articles; and

6.1.2 they can each simultaneously communicate with and to the others participating in the meeting any information or opinions they have on any particular item of the business of the meeting.

- 6.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or, subject to **Article 6.1.2**, how they communicate with each other.

- 6.3 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.

- 6.4 Model Article 10 shall not apply to the Company.

- 6.5 Model Article 9(2)(c) shall be amended by the insertion of the word "simultaneously" after the words "how it is proposed that they should" and before the words "communicate with each other during the meeting".

7. **DIRECTORS' INTERESTS**

- 7.1 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director:

7.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

7.1.2 may hold any other office or employment with the Company (other than the office of auditor);

7.1.3 may be a director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way interested;

7.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor); and/or

7.1.5 shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by **Articles 7.1.1 to 7.1.4** and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 7.2 Except for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which a director or any other interested director may have, a director will be entitled to

participate in the decision making process for voting and quorum purposes on any of the matters referred to in **Articles 7.1.1 to 7.1.4** and in any of the circumstances set out in Model Articles 14(3) and 14(4).

7.3 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting.

7.4 For the purposes of **Article 7.1**:

7.4.1 a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest;

7.4.2 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question; and

7.4.3 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director.

7.5 Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company.

## **8. ALTERNATE DIRECTORS**

### **8.1 Appointment and removal of alternates**

8.1.1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by the directors,, to:

8.1.1.1 exercise that director's powers; and

8.1.1.2 carry out that director's responsibilities,

in relation to participation in directors' meetings and the taking of decisions by the directors in the absence of the alternate's appointor.

8.1.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

8.1.3 The notice must:

8.1.3.1 identify the proposed alternate; and

8.1.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

### **8.2 Rights and responsibilities of alternate directors**

8.2.1 An alternate director has the same rights, in relation to participation in directors' meetings and the taking of decisions by the directors and in relation to directors' written resolutions, as the alternate's appointor.

8.2.2 An alternate director may act as an alternate director for more than one appointor.

8.2.3 Except as these Articles specify otherwise, alternate directors:

8.2.3.1 are deemed for all purposes to be directors;

8.2.3.2 are liable for their own acts and omissions;

8.2.3.3 are subject to the same restrictions as their appointors; and

8.2.3.4 are not deemed to be agents of or for their appointors.

and, each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

8.2.4 A person who is an alternate director but not a director:

8.2.4.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and

8.2.4.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate).

No alternate may be counted as more than one director for such purposes.

8.2.5 A director who is also an alternate director is entitled, in his absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.

8.2.6 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

### 8.3 Termination of alternate directorship

8.3.1 An alternate director's appointment as alternate terminates:

8.3.1.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

8.3.1.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;

8.3.1.3 on the death of the alternate's appointor; or

8.3.1.4 when the alternate's appointor's appointment as a director terminates.

## 9. ALTERNATE DIRECTORS' EXPENSES

Model Article 20 shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur".

## 10. SHARES

10.1 The directors are prohibited from exercising any of the powers conferred upon them by section 550 of the 2006 Act.

10.2 In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562 (1) to (5) (inclusive) of that Act shall not apply to the Company.

10.3 No shares shall unless otherwise determined by the directors be allotted to nor sold out of treasury to any employee, director, prospective employee or director unless such person has entered into a joint election with the Company under section 431 of the Income Tax (Earnings and Pensions) Act 2003.

- 10.4 The Company is authorised to purchase its own shares out of capital up to the annual limit in accordance with section 692 of the 2006 Act.

**11. TRANSFER OF SHARES**

- 11.1 Model Article 26(5) shall be amended by the addition of the following words: "The directors may not refuse to register the transfer of a share made with the prior written approval of the Majority Shareholder. In any other case" before the words "the directors may refuse to register".

- 11.2 Notwithstanding anything contained in these Articles:

11.2.1 pre-emption rights conferred on existing members by these Articles or restrictions on, or conditions applicable to, share transfers, or otherwise, if any, shall not apply to, and

11.2.2 the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

11.2.2.1 in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares have been mortgaged, charged or pledged by way of security and are being transferred pursuant to such security, or

11.2.2.2 duly executed by or on behalf of any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or

11.2.2.3 duly executed by or on behalf of a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provision of this Article.

**12. Transmittes bound by prior notices**

Model Article 29 shall be amended by the insertion of the words ", or the name of any person nominated under Model Article 27(2), "after the words "the transmittes's name".

**13. NOTICE OF GENERAL MEETINGS**

Every notice convening a general meeting shall:

- 13.1 comply with section 325(1) of the 2006 Act as to giving information to shareholders relating to their right to appoint proxies; and
- 13.2 be given in accordance with section 308 of the 2006 Act, that is in hard copy form, electronic form or by means of a website.



**14. PROCEEDINGS AT GENERAL MEETINGS**

- 14.1 If a quorum is not present within half an hour of the time at which a general meeting is due to start or if, during a general meeting, a quorum ceases to be present the directors must adjourn it.
- 14.2 When adjourning the general meeting the directors must specify that the meeting is *adjourned either:*
- 14.2.1 to the same day, place and time the following week; or
  - 14.2.2 to another day, place and time to be decided by the directors.
- 14.3 If a quorum is not present within half an hour of the time at which the adjourned meeting is due to start the shareholder or shareholders present in person or by proxy or by corporate representative and who are entitled to vote shall:
- 14.3.1 constitute a quorum; and
  - 14.3.2 have power to decide on all matters which could have been transacted at the meeting which was adjourned.
- 14.4 Model Article 41 shall not apply to the Company.

**15. WRITTEN RESOLUTIONS**

- 15.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 15.2 For the purposes of this **Article 15** "circulation date" is the date on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days.

**16. COMPANY COMMUNICATION PROVISIONS**

- 16.1 Where:
- 16.1.1 a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom; and
  - 16.1.2 the Company is able to show that it was properly addressed, prepaid and posted,
- It is deemed to have been received by the intended recipient 24 hours after it was posted.
- 16.2 Where:
- 16.2.1 a document or information is sent or supplied by electronic means; and
  - 16.2.2 the Company is able to show that it was properly addressed,
- It is deemed to have been received by the intended recipient immediately after it was sent.
- 16.3 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient:
- 16.3.1 when the material was first made available on the website; or
  - 16.3.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

16.4 Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by **Articles 16.1, 16.2 and 16.3.**

17. **REGISTERED OFFICE**

The Company's registered office is to be situated in England and Wales.

---

## **ANNEXURE**

### **Model Articles**