

Company number: 03534103

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CAPITAL LIFE FUNERAL PLANNING LTD

(Adopted by special resolution passed on 5 November 2021)

## CONTENTS

---

### CLAUSE

1.	Interpretation .....	1
2.	Directors' decision making: general rule .....	3
3.	Unanimous decisions .....	4
4.	Quorum for directors' meetings .....	4
5.	Casting vote.....	4
6.	Transactions or other arrangements with the Company .....	4
7.	Directors' conflicts of interest .....	5
8.	Number of directors .....	6
9.	Appointment and removal of directors .....	6
10.	Appointment and removal of alternate directors .....	7
11.	Rights and responsibilities of alternate directors .....	7
12.	Termination of alternate directorship .....	8
13.	Issue of new shares .....	8
14.	Quorum for general meetings .....	8
15.	Proxies.....	9
16.	Means of communication to be used .....	9

THE COMPANIES ACT 1985  
and  
THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
CAPITAL LIFE FUNERAL PLANNING LTD (the "Company")  
(Adopted by special resolution passed on 5 November 2021)

Introduction

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

“Act” means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force;

“Appointor” has the meaning given in article 10.1;

“Articles” means the Company's articles of association for the time being in force;

“Business Day” means any day (other than a Saturday, Sunday or public holiday in England) on which banks in London are open for business;

“Conflict” means 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;

“Eligible Director” means 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);

“**Group**” means the Company, any subsidiary or any holding company of the Company from time to time and any other subsidiary from time to time of any such holding company and “Group Company” means any of them;

“holding company” has the meaning given in article 1.5;

**“Majority Holder”** means a registered holder for the time being of more than 50% in nominal value of the equity share capital of the Company from time to time;

**“Model Articles”** means 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;

**“Nominated Director”** means a director appointed pursuant to article 9.1 from time to time;

**“subsidiary”** has the meaning given in article 1.5;

**“Topco”** means B D I Group Ltd (company number 03533573), being the Company’s ultimate holding company on the date of adoption of these Articles, or such other company as may be the ultimate holding company of the Company from time to time.

- 1.2 Unless expressly provided otherwise 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 Act shall have the same meanings in these Articles. The final paragraph of Model Article 1 shall not apply to the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 A reference to a “holding company” or “subsidiary” means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Act and for the purposes only of the membership requirement contained in sections 1159(1)(b) and (c), a company shall be treated as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), by way of security or in connection with the taking of security, or (b) its nominee.
- 1.6 Any words following the terms “including”, “include”, “in particular” 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.
- 1.7 Where the context permits, “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.
- 1.8 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.

- 1.9 Model Articles 7, 8, 11(2) and (3), 13, 14(1), (2), (3) and (4) and 38 shall not apply to the Company.
- 1.10 Model Article 20 shall be amended by the insertion of the words "(including alternate directors) and the company secretary (if any)" before the words "properly incur".
- 1.11 In Model Article 25(2)(c), the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 1.12 In Model Article 30(4), the words "the terms on which shares are issued" shall be deleted and replaced with "the rights attached to any shares".
- 1.13 In Model Article 32(a), the words "the terms on which the share was issued" shall be deleted and replaced with "the rights attached to the share".
- 1.14 Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that Model Article.

## Directors

### 2. **Directors' decision making: general rule**

- 2.1 Subject to article 2.2, the general rule about decision making by directors is that any decision of the directors must be taken at a meeting of the directors in accordance with the Articles or taken in accordance with article 3.
- 2.2 If:
  - (a) the Company has only one director for the time being; and
  - (b) no provision of these Articles requires it to have more than one director,the general rule does not apply, and the director may for so long as he remains a sole director take decisions without regard to any of the provisions of the Articles relating to directors' decision making.
- 2.3 Questions arising at any meeting of the directors or any committee of the directors shall be decided by a majority of votes of the directors participating in the meeting provided that where a Nominated Director is in office:-
  - (a) no resolution shall be validly passed by the directors unless that Nominated Director votes in favour of such resolution; and
  - (b) each director other than the Nominated Director shall be entitled to cast one vote on every resolution put before a meeting of directors. The Nominated Director, if participating in the meeting of directors, shall be entitled to cast such number of votes as is equal to one more than all of the votes cast at such meeting by the other directors.
- 2.4 Notice of a directors' meeting shall be given to each director in writing.

### 3. Unanimous decisions

- 3.1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 3.2 Such a decision 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.
- 3.3 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.

### 4. Quorum for directors' meetings

- 4.1 Subject to article 4.2, the quorum for the transaction of business at a meeting of directors may be fixed by them and unless so fixed shall be any two Eligible Directors or, where there is only one director in office and no provision of these Articles requires the Company to have more than one director, that director. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, it shall stand adjourned to the same day in the next week at the same time and place and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, any director present shall constitute a quorum.
- 4.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 7 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (as defined in article 7.1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 4.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
  - (a) to appoint further directors; or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors.

### 5. Casting vote

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote, but without prejudice to the provisions of article 2.3.

### 6. Transactions or other arrangements with the Company

- 6.1 Subject to section 177(5) and (6) and section 182(5) and (6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, 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 any 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.

6.2 The provisions of article 6.1(a) to article 6.1(f) (inclusive) are subject, where applicable, to any terms and conditions imposed by the directors in accordance with article 7.3.

## 7. Directors' conflicts of interest

7.1 The directors may, in accordance with the requirements set out in this article 7, authorise any Conflict 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.

7.2 Any authorisation under this article 7 will be effective only if:

- (a) to the extent permitted by the Act, 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 the 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; and
  - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 7.3 Any authorisation of a Conflict under this article 7 may (whether at the time of giving the authorisation or subsequently) impose on the Interested Director such conditions or limitations, or be granted subject to such terms, as the directors may think fit for the purposes of dealing with the Conflict and the Interested Director will be obliged to conduct himself in accordance with any such terms and conditions.
- 7.4 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, before such revocation or variation, in accordance with the terms of such authorisation.
- 7.5 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any Group Company and no further authorisation under article 7.1 shall be necessary in respect of any such interest.
- 7.6 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 that he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles, by the Company or by these Articles (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.
- 8. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one. A sole director shall have all the powers, duties and discretions conferred on or vested in the directors by the Articles.
- 9. Appointment and removal of directors
  - 9.1 Topco shall have the right at any time and from time to time to appoint any one person, who is willing to act and is permitted to do so, to be the Nominated Director and to remove any person so appointed and appoint any other person in his place. The provisions of this article 9.1 shall be without prejudice to Model Article 17(1).
  - 9.2 Topco shall have the right at any time and from time to time to remove any director or directors from office (whether or not appointed pursuant to article 9.1). Any such removal shall be without prejudice to any claim for breach of contract under any employment agreement between the Company and the director so removed.



- 9.3 Any appointment or removal of a director pursuant to articles 9.1 or 9.2 shall be in writing and delivered to the Company at its registered office or delivered to a meeting of the directors or to a sole director. Any appointment or removal shall take effect when received or at such later date as shall be specified in such notice. Notwithstanding the foregoing, John Elder, a director on the date of adoption of these Articles, shall be deemed to have been appointed as the first Nominated Director.
- 9.4 Model Article 18 shall be amended by the inclusion of the words “notification of the director’s removal is received by the Company from Topco pursuant to article 9” as a new paragraph (g) at the end of that Model Article.
10. Appointment and removal of alternate directors
- 10.1 Any director (“**Appointor**”) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:
- (a) exercise that director’s powers; and
  - (b) carry out that director’s responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the alternate’s Appointor.
- 10.2 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.
- 10.3 The notice must:
- (a) identify the proposed alternate; and
  - (b) 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.
11. Rights and responsibilities of alternate directors
- 11.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate’s Appointor.
- 11.2 Except as the Articles specify otherwise, alternate directors:
- (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their Appointors; and
  - (d) are not deemed to be agents of or for their Appointors
- and, in particular (without limitation), 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.
- 11.3 A person who is an alternate director but not a director:

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);
  - (b) 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); and
  - (c) shall not be counted as more than one director for the purposes of article 11.3.
- 11.4 A director who is also an alternate director is entitled, in the 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.
- 11.5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his Appointor but shall not be 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.
- 12. Termination of alternate directorship
 

An alternate director's appointment as an alternate terminates:

  - (a) when the alternate's Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
  - (b) 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;
  - (c) on the death of the alternate's Appointor; or
  - (d) when the alternate's Appointor's appointment as a director terminates.

## Shares and Shareholders

### 13. Issue of new shares

The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other securities of, the Company without the prior written consent of a Majority Holder (if any). Without limitation, the powers of the directors under section 550 of the Act are limited accordingly.

### 14. Quorum for general meetings

- 14.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

14.2 Where the Company has only one shareholder for the time being, one qualifying person (as defined in section 318 of the Act) present at the meeting shall be a quorum. In any other case, the quorum shall be:

- (a) a Majority Holder present in person, by proxy or by authorised representative; or
- (b) if the Company does not have a Majority Holder for the time being, any two shareholders present in person, by proxy or by authorised representative.

## 15. Proxies

15.1 Model Article 45(1)(d) shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

15.2 Model Article 45(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that Model Article.

## Administrative Arrangements

### 16. Means of communication to be used

16.1 Subject to article 16.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

- (a) if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
- (b) if sent by fax, at the time of transmission; or
- (c) if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
- (d) if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; and
- (e) if deemed receipt under the previous paragraphs of this article 16.1 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

16.2 To prove service, it is sufficient to prove that:

- (a) if delivered by hand, the notice was delivered to the correct address; or

- (b) if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or
- (c) if sent by post, the envelope containing the notice was properly addressed, paid for and posted; or
- (d) if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.