

Company number 04861007

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTION

of

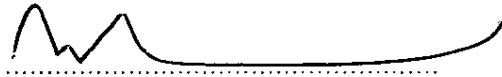
E-MONEY CAPITAL LIMITED ("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**2006 Act**"), on 5 September 2019, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT updated articles of association in the form attached to this Special Resolution be adopted in place of, and in substitution for, the Company's existing articles of association

Andrew de Candole, Director



Date

th
5 September 2019



Company Number: 04861007

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

E-MONEY CAPITAL LIMITED

(ADOPTED BY WRITTEN RESOLUTION ON 7 NOVEMBER 2016

AND AS FURTHER AMENDED ON 5 SEPTEMBER 2019)

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1 DEFINED TERMS AND MODEL ARTICLES

In the Articles, unless the context requires otherwise, the following words and expressions shall have the following meanings:

A Ordinary Shares	the ordinary shares of the company designated as A Ordinary Shares, having a nominal value of £0.10 each and the rights set out in these Articles
B Ordinary Shares	the ordinary shares of the company designated as B Ordinary Shares, having a nominal value of £0.001 or £0.10 each as specified at the date of issue (so called 0.1p B Ordinary Shares and 10p B Ordinary Shares), and having the rights set out in these Articles;
Act	or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time
Articles	the company's articles of association
Chairman	has the meaning given in Article 10
chairman of the meeting	has the meaning given in Article 25
Companies Acts	the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the company
Deferred Shares	the shares of the company designated as Deferred Shares, having a nominal value of £0.001 each and the rights set out in these Articles
Director	a director of the company
document or notice	includes, unless otherwise specified, any document or notice sent or supplied by electronic communication

electronic communication	any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act
fully paid	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company
group company	any holding company of the company or any subsidiary of such company
Holder	in relation to a share means the person whose name is entered in the register of members as the holder of that share
Listing	the first public offering of any class of equity securities by the company in the legal form (after conversion if necessary) that results in a listing of such class of securities on a public securities market, whether effected by way of an offer for sale, a new issue of shares, an introduction, a placing or otherwise
Non-voting Ordinary Shares	the non-voting ordinary shares of the Company designated as Non-voting Ordinary Shares, having a nominal value of £0.10 each and the rights set out in these Articles
ordinary resolution	has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution
Ordinary Shares	the ordinary shares of the Company designated as Ordinary Shares, having a nominal value of £0.10 each and the rights set out in these Articles
proxy notice	has the meaning given in Article 31
Return of Capital	a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any Shares)

Sale	the sale of 75% or more of the A Ordinary Shares in a single transaction or series of transactions
Secretary	the company secretary (if any) and includes any joint, assistant or deputy secretary
Shareholder	a person who is the holder of a share
Shares	shares in the company
special resolution	has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution
Transmittee	a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
Writing	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.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

- 1.1 The model articles in Schedule One to The Companies (Model Articles) Regulations 2008 and any Table A to the Companies Act 1985 or any former enactment do not apply to the Company.
- 1.2 The Interpretation Act 1978 shall apply to these Articles in the same way it applies to an enactment.

2 **DIRECTORS' GENERAL AUTHORITY**

Subject to the Articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

3 **SHAREHOLDERS' RESERVE POWER**

- 3.1 The shareholders may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.
- 3.2 No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution.

4 DIRECTORS MAY DELEGATE

4.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

- 4.1.1 to such person or committee;
- 4.1.2 by such means (including by power of attorney);
- 4.1.3 to such an extent;
- 4.1.4 in relation to such matters or territories; and
- 4.1.5 on such terms and conditions;

as they think fit.

4.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

4.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

5 COMMITTEES

5.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

5.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

6 MEETINGS OF DIRECTORS

6.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

6.2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors.

6.3 Any such notice shall specify where, when and how the meeting will be held. Any director may waive notice of any meeting and such waiver may be retrospective.

7 QUORUM FOR MEETINGS AND VOTING

7.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number or there is only one director, shall be two.

7.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

- 7.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

8 MEETINGS BY CONFERENCE TELEPHONE ETC

- 8.1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 8.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 8.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is.

9 RESOLUTIONS IN WRITING

- 9.1 A resolution executed by the directors, or by the members of a committee constituted under these Articles, entitled to vote thereon, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 9.2 For the purposes of this Article 9:
- 9.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - 9.2.2 a written instrument is executed when the person executing it signs it;
 - 9.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
 - 9.2.4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;
 - 9.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 9;
 - 9.2.6 unless the holders of a majority of the shares or the directors have previously otherwise resolved, such a resolution need not be executed by all the directors entitled to vote thereon and can be passed by execution (indicating approval) by a majority of the directors so entitled and the

chairman shall, in the case of equality of votes of all the directors so entitled, have a second or casting vote; and

9.2.7 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 9.

10 CHAIRING OF DIRECTORS' MEETINGS

10.1 The directors may appoint a director to chair their meetings. The person so appointed for the time being is known as the chairman. The directors may terminate the chairman's appointment at any time.

10.2 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

11 DIRECTORS' CONFLICTS OF INTEREST

11.1 A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company unless it relates to a contract, transaction or arrangement with the company or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

11.2 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 11.1. Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

11.3 A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 11.2 (subject in any such case to any limits or conditions to which such authorisation was subject).

12 DIRECTORS' INTEREST IN A CONTRACT WITH THE COMPANY

12.1 A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the company must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

12.2 Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the company or any group company and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the company

or any group company) under the company, any group company or any other company in which the company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the company or any group company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof.

13 MEANS OF DISCLOSURE

An interest of a director to be disclosed under Articles 11 or 12 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

14 CONNECTED PERSONS INTERESTS AND WAIVER

14.1 For the purposes of Article 11 and 12 above, an interest of a person who is connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director.

14.2 The company may by ordinary resolution suspend or relax the provisions of Article 12 to any extent or ratify any transaction not duly authorised by reason of a contravention of Article 12.

15 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

16 METHODS OF APPOINTING DIRECTORS

16.1 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:

16.1.1 by ordinary resolution; or

16.1.2 by a decision of the directors; or

16.1.3 by notice or notices in writing to the company's registered office or secretary from the holder or holders of more than 50% of the shares in the company.

17 TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as:

17.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; or

17.2 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

18 DIRECTORS' REMUNERATION

18.1 Directors may undertake any services for the company that the directors decide.

18.2 Directors are entitled to such remuneration as the directors determine:

18.2.1 for their services to the company as directors; and

18.2.2 for any other service which they undertake for the company.

18.3 Subject to the Articles, a director's remuneration may:

18.3.1 take any form; and

18.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

18.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

18.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of any other group company or of any other body corporate in which the company is interested.

19 DIRECTORS' EXPENSES

19.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

19.1.1 meetings of directors or committees of directors;

19.1.2 general meetings; or

19.1.3 separate meetings of the holders of any class of shares or of debentures of the company;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

19.2 The company may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

20 GENERAL MEETINGS

The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.

21 CALLING GENERAL MEETINGS

- 21.1 A general meeting of the company shall be called by notice of at least such length as is required in the circumstances by the Act.
- 21.2 The company may give such notice by any means or combination of means permitted by the Act.
- 21.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 90 per cent. in nominal value of the shares giving that right.

22 NOTICE OF GENERAL MEETINGS

- 22.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 22.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or (if he holds more than one share) proxies to attend, speak and vote instead of him and that a proxy need not be a member of the company.
- 22.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice.

23 ATTENDANCE BY CONFERENCE TELEPHONE ETC.

- 23.1 All or any of the shareholders or persons permitted to attend under Article 26 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 23.2 A shareholder so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.

24 QUORUM FOR GENERAL MEETINGS

The provisions of section 318 of the Act shall apply. No business other than the appointment of the chairman of the meeting will be transacted at a general meeting if the persons attending it do not constitute a quorum.

25 CHAIRING GENERAL MEETINGS

- 25.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 25.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

25.2.1 the directors present; or

25.2.2 (if no directors are present), the meeting;

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

25.3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

26 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

26.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

26.2 The chairman of the meeting may permit other persons who are not:

26.2.1 shareholders of the company; or

26.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings;

to attend and speak at a general meeting.

27 ADJOURNMENT

27.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

27.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

27.2.1 the meeting consents to an adjournment; or

27.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

27.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

27.4 When adjourning a general meeting, the chairman of the meeting must:

27.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

27.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

27.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

27.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and

27.5.2 containing the same information which such notice is required to contain.

27.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

28 **VOTING: GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

29 **ERRORS AND DISPUTES**

29.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

29.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

30 **POLL VOTES**

30.1 A poll on a resolution may be demanded:

30.1.1 in advance of the general meeting where it will be put to the vote; or

30.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

30.2 A poll may be demanded by:

30.2.1 the chairman of the meeting;

30.2.2 the directors;

30.2.3 two or more persons having the right to vote on the resolution; or

30.2.4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

30.3 A demand for a poll may be withdrawn if:

30.3.1 the poll has not yet been taken; and

30.3.2 the chairman of the meeting consents to the withdrawal.

- 30.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

31 CONTENT OF PROXY NOTICES

- 31.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 31.1.1 states the name and address of the shareholder appointing the proxy;
 - 31.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - 31.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 31.1.4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 31.2 The company may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 31.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 31.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 31.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 31.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

32 DELIVERY OF PROXY NOTICES

- 32.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 32.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 32.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 32.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

33 AMENDMENTS TO RESOLUTIONS

- 33.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 33.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it will be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 33.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 33.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 33.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution will be proposed; and
 - 33.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 33.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

34 CAPITAL

- 34.1 The company's shares are divided into A Ordinary Shares, B Ordinary Shares, Ordinary Shares, Non-voting Ordinary Shares and Deferred Shares and shall be unlimited in number.
- 34.2 The A Ordinary Shares, B Ordinary Shares, Ordinary Shares, Non-voting Ordinary Shares and Deferred Shares shall be separate classes of Shares for the purposes of these Articles and the Act having the rights and restrictions set out in these Articles.
- 34.3 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the company.
- 34.4 Unless the shareholders have by ordinary resolution otherwise resolved, all powers of the company to grant rights to subscribe for or to convert any security into shares are excluded, save that the directors may grant options or rights under an employees' share scheme.
- 34.5 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

35 SHARE RIGHTS

Voting

- 35.1 Every holder of an A Ordinary Share shall be entitled to receive notice of, and to attend and vote at, general meetings of the company and on a show of hands, every holder of A Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll, every holder of A Ordinary Shares so present shall have one vote for each A Ordinary Share held by them.
- 35.2 Every holder of a B Ordinary Share shall be entitled to receive notice of, and to attend and vote at, general meetings of the company and on a show of hands every holder of B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of B Ordinary Shares so present shall have one vote for each B Ordinary Share held by them.
- 35.3 Every holder of an Ordinary Share shall be entitled to receive notice of, and to attend and vote at, general meetings of the company and on a show of hands every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of Ordinary Shares so present shall have one vote for each Ordinary Share held by them.
- 35.4 Holders of Non-voting Ordinary Shares shall be entitled to receive notice of, and to attend at, general meetings of the company, but shall not be entitled to vote at such general meetings, whether by poll or otherwise, in respect of such Non-voting Ordinary Shares.
- 35.5 Holders of Deferred Shares shall neither be entitled to receive notice of nor to attend at general meetings of the company, and they shall not be entitled to vote at such general meetings, whether by poll or otherwise, in respect of such Deferred Shares.

Income

- 35.6 The profits of the company available for distribution shall be distributed to the holders of the A Ordinary Shares, the holders of the B Ordinary Shares, the holders of the Ordinary Shares and the holders of the Non-voting Ordinary Shares rateably according to the number of A Ordinary Shares, B Ordinary Shares Ordinary Shares and Non-voting Ordinary Shares held by each of them, as if the same constituted a single class of shares.
- 35.7 The Deferred Shares shall carry no right to participate in the profits of the Company available for distribution from time to time.

Capital

- 35.8 On a Return of Capital, the surplus assets of the Company remaining after the payment of its liabilities will be distributed as follows:
- 35.8.1 an amount equal to the nominal value of each Deferred Share (if any) in issue shall be payable to the holders of such Deferred Shares; and

- 35.8.2 the balance remaining (after the application of Article 35.8.1) shall be payable to the holders of the A Ordinary Shares, the holders of the B Ordinary Shares, the holders of the Ordinary Shares and the holders of the Non-voting Ordinary Shares rateably according to the number of A Ordinary, B Ordinary Shares, Ordinary Shares and Non-voting Ordinary Shares held by each of them, as if the same constituted a single class of shares.

Sale or Listing

- 35.9 On a Sale or Listing, the proceeds of sale or listing of the issued share capital must be applied in the same manner as for capital as set out in Articles 35.8.
- 35.10 On a Listing, the proceeds of such Listing shall be calculated by reference to the price at which equity securities are offered to the public in such Listing as if the entire issued share capital of the company is being disposed of at the same price per share as the price at which the equity securities are offered to the public by the company in such Listing.

Variation of class rights

- 35.11 The rights attaching to the A Ordinary Shares, the B Ordinary Shares, the Ordinary Shares and the Non-voting Ordinary Shares may in each case be altered or abrogated (whether or not the company is being wound up) only with the prior consent of the holders of the issued Shares of that class.
- 35.12 The consent of the holders of a class of Shares may be given by:
- 35.12.1 special resolution passed at a separate general meeting of the holders of that class; or
- 35.12.2 a written resolution in any form signed by or on behalf of the holders of not less than 75% of the issued Shares of that class.

36 ALL SHARES TO BE FULLY PAID UP

- 36.1 Unless the company otherwise resolves by ordinary resolution, no share will be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- 36.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

37 POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

- 37.1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

37.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

38 **COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS**

Except as required by law, no person will be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the Articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

39 **SHARE CERTIFICATES**

39.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

39.2 Every certificate must specify:

39.2.1 in respect of how many shares, of what class, it is issued;

39.2.2 the nominal value of those shares;

39.2.3 whether the shares are fully paid; and

39.2.4 any distinguishing numbers assigned to them.

39.3 No one certificate may be issued in respect of shares of more than one class.

39.4 If more than one person holds a share, only one certificate may be issued in respect of it.

39.5 Certificates must:

39.5.1 have affixed to them the company's common seal; or

39.5.2 be otherwise executed in accordance with the Companies Acts.

40 **REPLACEMENT SHARE CERTIFICATES**

40.1 If a certificate issued in respect of a shareholder's shares is:

40.1.1 damaged or defaced; or

40.1.2 said to be lost, stolen or destroyed;

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

40.2 A shareholder exercising the right to be issued with such a replacement certificate:

40.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;

40.2.2 must return the certificate to be replaced to the company if it is damaged or defaced; and

40.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

41 SHARE TRANSFERS

General

41.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

41.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

41.3 The company may retain any instrument of transfer which is registered.

41.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

41.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Permitted transfers

41.6 Except as otherwise provided in this Article 41:

41.6.1 no holder of Ordinary Shares or Non-voting Ordinary Shares may transfer those Ordinary Shares or Non-voting Ordinary Shares or any interest in such Ordinary Shares or Non-voting Ordinary Shares to any person other than

(a) in accordance with Articles 41.7 to 41.9A or

(b) with the prior approval of the directors (such approval not to be unreasonably withheld or delayed); and

41.6.2 no holder of B Ordinary Shares who is an employee or director of the Company may transfer those B Ordinary Share or any beneficial interest in such B Ordinary Shares to any person other than

(a) as required by Articles 41.10; or

(b) with the prior approval of the directors (such approval not to be unreasonably withheld or delayed); and

41.6.3 a holder of B Ordinary Shares who is not an employee or director of the Company at the date of acquisition of those B Ordinary Shares may

transfer those B Ordinary Share or a beneficial interest in such B Ordinary Shares on the same basis as the holders of Ordinary Shares.

41.7 The holders of the Ordinary Shares and Non-voting Ordinary Shares may transfer the Ordinary Shares and Non-voting Ordinary Shares or the beneficial interest in such Ordinary Shares and Non-voting Ordinary Shares to any person who is:

41.7.1 a Family Member; or

41.7.2 a trustee of a trust or settlement (**Family Trust**) set up wholly for his benefit and/or that of his Family Members.

41.8 For the purposes of Article 41.7, a Family Member shall, in relation to any member, mean that member's spouse or children (including stepchildren) and remoter issue.

41.9 Any trustee of a Family Trust to whom the beneficial interest in Shares has been transferred pursuant to Article 41.7 may transfer such interest to:

41.9.1 the new or remaining trustees of the Family Trust upon a change of trustees; or

41.9.2 any person on their becoming entitled to the same under the terms of the Family Trust.

41.9A Any holder of Ordinary Shares or Non-voting Ordinary Shares who wishes to transfer Ordinary Shares or Non-voting Ordinary Shares (other than in the circumstances permitted in this Article 41) (a **seller**) shall first serve notice on the directors (a **transfer notice**) specifying the number and class of Shares he wishes to transfer (the **sale shares**), the proposed price per Share (the **sale price**) of the proposed transfer, details of the proposed transferee (if any) and whether he is willing to sell some only of the sale shares. Once a transfer notice is served, the seller cannot withdraw it. The directors shall offer the sale shares for sale at the sale price to the other holders of Ordinary Shares, A Ordinary Shares and Non-voting Ordinary Shares in proportion to their existing holdings (as if all such Shares constituted a single class) and if any shareholder does not wish to buy all of the Shares offered to him, then any balance(s) must be offered to those that do, proportionately to their holdings of Shares. The directors have 28 days to carry out this offer process and obtain commitments to buy from shareholders. At the end of the process, the seller must sell the sale shares to those who have committed to buy, unless he stated in the transfer notice that he was only willing to sell all the sale shares and he only has commitments for some of them. If the existing shareholders have not committed to buy all the sale shares, then the seller may transfer the balance or, if the seller stated in the original notice that he was only willing to sell all the sale shares and the directors only have commitments for some of them from existing shareholders, all the sale shares to a third party named in the transfer notice for a price not less than the sale price during a subsequent 90 day period. The directors may require to be satisfied that the sale shares are transferred pursuant to a bona fide third party offer and that the consideration payable is not less than the sale price and if they are not so satisfied they may refuse to register the transfer. The directors must otherwise register a transfer properly effected in

accordance with the provisions of this Article 41.9A and if the seller fails to execute any share transfer necessary to implement the provisions of this Article 41.9A then the directors may authorise the company secretary or some other person to execute a transfer of the seller's shares subject to the transfer notice and receive any consideration monies due in trust for the seller and their receipt shall be a good discharge to the purchaser.

Leavers

41.10 The provisions of this Article 41.10 shall apply to any holder of B Ordinary Shares who becomes a Bad Leaver before the date of a Sale or a Listing. On the date on which the holder of any B Ordinary Shares is deemed to become a Bad Leaver for the purposes of this Article 41.10:

41.10.1 the Relevant Percentage of the Bad Leaver's B Ordinary Shares shall automatically be converted into Deferred Shares;

41.10.2 the Bad Leaver shall be deemed to have served an irrevocable notice on the Directors requesting the Directors to transfer all such Deferred Shares to such person or persons as the holder(s) of at least 75% of the A Ordinary Shares then in issue shall nominate (which may include the Company); and

41.10.3 the purchase price for the Deferred Shares shall be the nominal value of such Deferred Shares.

41.11 For the purposes of Article 41.10:

41.11.1 the **Relevant Percentage** shall be 100% or such lower percentage as shall have been notified to the Bad Leaver by the company at the time that the Bad Leaver subscribed for the relevant B Ordinary Shares; and

41.11.2 the circumstances in which the holder of the B Ordinary Shares is to be treated as a **Bad Leaver** for the purposes of these Articles shall be those specified by the Company at the time the subscription of the relevant B Ordinary Shares.

Drag and tag

41.12 No person (the **Acquirer**) shall be entitled or permitted to acquire, and no holder shall transfer, Shares in circumstances which would constitute a Sale unless and until the Acquirer has first made an offer (an **Offer**) to the holders of all Shares at the relevant time (of whatever class) (other than the Acquirer if he is already such a holder) to purchase from them at the Prescribed Price (as defined below) per Share their entire holdings of Shares. The provisions of Articles 41.12 to 41.16 shall be extended to any person who is the holder of options to acquire Shares (to the extent that such options will be exercisable following the making of the Offer).

41.13 Notwithstanding anything to the contrary in the terms and conditions governing the Sale:

- 41.13.1 the aggregate amount of the consideration that would be payable pursuant to any Offer if it were accepted in full (the **Total Price**) shall be allocated and shall be payable in such order of priority as would be applicable if the Total Price were the surplus assets available for distribution to the holders of the Shares in respect of which the Offer was made on a Return of Capital pursuant to Articles 35.8 (and the price payable for each Share to be sold shall be calculated and paid accordingly (the **Prescribed Price**));
- 41.13.2 the directors shall, in their absolute discretion, determine the value to be attributed to any non-cash assets payable as consideration by the Acquirer, the arrangements by which any additional or deferred consideration shall be allocated between the holders of the Shares, the arrangements for any other adjustments to the Total Price and any other matters that they consider fall to be resolved to give effect to the spirit and intent of this Article 41; and
- 41.13.3 the directors shall procure that the consideration for the sale of the Shares (whenever received) shall be placed in a designated trust account and shall be distributed as provided in this Article 41.
- 41.14 Any Offer must be made in writing and must be open for acceptance for a period of not less than 5 days.
- 41.15 If after the expiry of the period for acceptance of the Offer, any holder of Shares has not accepted the Offer, the Acquirer may give written notice to those holders of Shares who have not accepted the Offer requiring them so to do, in which event each of such non-accepting holders shall upon the giving of such notice
- 41.15.1 be deemed to have accepted the same in respect of all Shares held by them in accordance with the terms of the Offer and
- 41.15.2 become obliged to deliver up to the Acquirer an executed transfer of such Shares and the certificate(s) in respect of the same.
- 41.16 If any such non-accepting holder as is referred to in Article 41.15 shall not, within five days of becoming required to do so, execute transfers in respect of the Shares held by such person, then the directors shall be entitled to, and shall, authorise and instruct some person who is, as security for the performance of the non-accepting holder's obligation to transfer such Shares, hereby irrevocably and unconditionally appointed as the attorney of such member to execute the necessary transfer(s) on his behalf and, against receipt by the company (on trust for such holder) of the purchase moneys payable for the relevant Shares, deliver such transfer(s) to the Acquirer (or its agents) and, after the Acquirer (or its nominees) has been registered as the holder of such Shares, the validity of such proceedings shall not be questioned.

42 TRANSMISSION OF SHARES

- 42.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

42.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:

42.2.1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person; and

42.2.2 subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had, but transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

43 EXERCISE OF TRANSMITTEES' RIGHTS

43.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

43.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

43.3 Any transfer made or executed under this Article will be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

44 TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

45 PROCEDURE FOR DECLARING DIVIDENDS

45.1 Unless the shareholders by ordinary resolution otherwise resolve, the directors may declare and pay dividends.

45.2 Any dividend resolved to be declared by the shareholders must not exceed the amount recommended by the directors.

45.3 No dividend may be declared or paid unless it is in accordance with the shareholders' respective rights.

45.4 Unless a shareholders' resolution to declare or directors' decision to declare and pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

45.5 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

45.6 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

45.7 The provisions of this Article 45 are subject to Article 35.

46 PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

46.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid or settled by one or more of the following means:

46.1.1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;

46.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;

46.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or

46.1.4 any other means of payment or settlement as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

46.2 In the Articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:

46.2.1 the holder of the share; or

46.2.2 if the share has two or more joint holders, whichever of them is named first in the register of members; or

46.2.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

47 UNCLAIMED DISTRIBUTIONS

47.1 All dividends or other sums which are:

47.1.1 payable in respect of shares; and

47.1.2 unclaimed after having been declared or become payable;

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

47.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

47.3 If:

47.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment; and

47.3.2 the distribution recipient has not claimed it;

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

48 **NON-CASH DISTRIBUTIONS**

48.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

48.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

48.2.1 fixing the value of any assets;

48.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

48.2.3 vesting any assets in trustees.

49 **WAIVER OF DISTRIBUTIONS**

49.1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

49.1.1 the share has more than one holder; or

49.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

50 **PURCHASE OF OWN SHARES**

50.1 The company is authorised under section 692(1)(b) of the Act in any financial year to purchase with cash its own shares up to an amount of £15,000 or, if lower, the value of 5% of its nominal share capital.

50.2 The company shall immediately cancel any shares acquired under Part 18 of the Act.

51 AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

51.1 Subject to the Articles, the directors may, if they are so authorised by an ordinary resolution:

51.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

51.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

51.2 Capitalised sums must be applied:

51.2.1 on behalf of the persons entitled; and

51.2.2 in the same proportions as a dividend would have been distributed to them.

51.3 Any capitalised sum may be applied in paying up new shares (or unpaid amounts on existing shares) of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

51.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

51.5 Subject to the Articles the directors may:

51.5.1 apply capitalised sums in accordance with paragraphs 51.3 and 51.4 partly in one way and partly in another;

51.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments); and

51.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article.

52 MEANS OF COMMUNICATION TO BE USED

52.1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

52.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by

the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- 52.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

53 COMPANY SEALS

- 53.1 Any common seal may only be used by the authority of the directors.

- 53.2 The directors may decide by what means and in what form any common seal will be used.

- 53.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

- 53.4 For the purposes of this Article, an authorised person is:

53.4.1 any director of the company;

53.4.2 the company secretary (if any); or

53.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

54 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

55 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

56 INDEMNITY

- 56.1 Subject to Article 56.2 a relevant director of the company or an associated company may be indemnified out of the company's assets against:

56.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company.

56.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in his capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

- 56.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 56.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 56.3 In this Article:
 - 56.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 56.3.2 a “relevant director” means any director or former director of the company or an associated company.

57 INSURANCE

- 57.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- 57.2 In this Article:
 - 57.2.1 a “relevant director” means any director or former director of the company or an associated company;
 - 57.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
 - 57.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.