



FILE COPY

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

Company No. 7338532

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

ABSOLUTELY CAPITAL LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England/Wales

Given at Companies House on **6th August 2010**



N07338532I



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

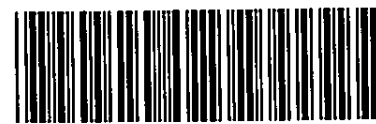


A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to register a
private or public company

X What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

FRIDAY



LD1 06/08/2010 34
COMPANIES HOUSE

001040

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

ABSOLUTELY CAPITAL LIMITED

For official use

7338532

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☒ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number

26

Street

CRUDEN STREET

Post town

LONDON

County/Region

LONDON

Postcode

N1 8NH

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*

Full forename(s)

Surname

Former name(s) ②

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
C4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
C5	Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
	I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;">X</div> <div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;">X</div> </div>		

IN01

Application to register a company

Director**D1****Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	TIMOTHY ANDREW
Surname	FIELD
Former name(s) ②	NONE
Country/State of residence ③	UNITED ARAB EMIRATES
Nationality	BRITISH
Date of birth	d 28 m 06 y 1965
Business occupation (if any) ④	SOLICITOR (ENGLAND AND WALES)

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	26
Street	CRUDEN STREET
Post town	LONDON
County/Region	LONDON
Postcode	N1 8NH
Country	ENGLAND

⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.



IN01

Application to register a company

Director

D1		Director appointments ①	
		Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*			
Full forename(s)			
Surname			
Former name(s) ②			
Country/State of residence ③			
Nationality			
Date of birth	d	d	m m y y y y
Business occupation (if any) ④			
		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank. Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.	

D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.	

D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1.	
Signature	Signature  		⑥ Signature The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?	
	→ Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register		
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;"> Signature X </div> <div style="border: 1px solid black; padding: 5px;">X</div> </div>	
⑤ Signature The person named above consents to act as corporate director of the proposed company		

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£1.00	NIL	100	£100.00
				£
				£
				£
Totals			100	£100.00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency	Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

Currency	Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	100
Total aggregate nominal value ④	£100.00

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars
①

ORDINARY SHARES

- a. ONE VOTE PER ORDINARY SHARE IN ALL CIRCUMSTANCES PARI PASSU.
- b. ALL ORDINARY SHARES RANK PARI PASSU WITH RESPECT TO DIVIDENDS AND DISTRIBUTIONS.
- c. ALL ORDINARY SHARES RANK PARI PASSU WITH RESPECT TO CAPITAL, TO PARTICIPATE IN A DISTRIBUTION, INCLUDING ON A WINDING UP.
- d. ORDINARY SHARES ARE NOT REDEEMABLE.

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name TIMOTHY ANDREW FIELD	ORDINARY	100	STERLING	£1.00	NIL	£100.00
Address 26 CRUDEN STREET LONDON N1 8NH						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

IN01

Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)


H1

Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
		I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X	

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	TIMOTHY FIELD
Company name	ABSOLUTELY CAPITAL LIMITED
Address	26 CRUDEN STREET
Post town	LONDON
County/Region	LONDON
Postcode	NE1 8NH
Country	ENGLAND
DX	-
Telephone	07771 614429



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company Having A Share Capital

MEMORANDUM OF ASSOCIATION OF ABSOLUTELY CAPITAL LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

Timothy Andrew Field



Dated 6 August 2010

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABSOLUTELY CAPITAL LIMITED

1 Model Articles

1 1 The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (the 'Model Articles') as at the date when these Articles became binding on the Company shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company

1 2 Articles 7, 8, 9(1) and (3), 11(2) and (3), 14, 17(2) and (3), 21, 24(2), 26(1) and (5), 30(4), 44(2), 52 and 53 of the Model Articles shall not apply to the Company

2 Interpretation

2 1 In these Articles unless the context otherwise requires

"alternate" or "alternate director" means a person appointed as such pursuant to Article 10,

"appointor" has the meaning given in Article 10 1,

"Articles" means the Company's articles of association in their present form or as from time to time altered,

"Conflict" has the meaning given in Article 6 1,

"eligible director" means a director (including an alternate 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 and for these purposes a director's vote is not to be counted in respect of any Conflict which has not been authorised under Article 6 1 nor where the Relevant Terms relating to the authorisation of any Conflict do not allow the director to vote in relation to the particular matter),

"qualifying person" means (i) an individual who is a shareholder, (ii) a person authorised under section 323 of the 2006 Act to act as the representative of a corporation in relation to the meeting, or (iii) a person appointed as proxy of a shareholder in relation to the meeting,

"Relevant Terms" has the meaning given in Article 6 4(B), and

"2006 Act" means the Companies Act 2006

2 2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

2 3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time

3 Decisions of directors

3 1 The directors may call meetings, adjourn them and otherwise regulate their meetings as they think fit. Subject to Article 3 3, any decision of the directors must be determined either by a majority of votes of the eligible directors (or their alternates) present at a meeting of the directors or by a decision taken in accordance with Article 3 2.

3 2 A decision of the directors may also take the form of a resolution in writing, where each eligible director (or his alternate) has signed one or more copies of it, or to which each eligible director (or his alternate) has otherwise indicated agreement in writing. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at a meeting of the directors.

3 3 If

(A) the Company has only one director for the time being, and

(B) no provision of the Articles requires it to have more than one director,

the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

4 Calling a directors' meeting

4 1 Any director may call a directors' meeting by giving not less than seven days prior notice of the meeting (or such lesser notice as all the directors may agree) to each director or by authorising the company secretary (if any) to give such notice.

4 2 Notice of a directors' meeting shall be given to each director in writing or in such other manner as all the directors may agree.

5 Quorum for directors' meeting

5 1 Subject to Article 5 3, the quorum for directors' meetings may be fixed from time to time by the directors. Unless so fixed at any other number, the quorum is

(A) two directors when there are at least two directors in office, or

(B) one director when there is only one director in office.

5 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. Any director who ceases to be a director at a meeting of the directors may continue to be present and act as a director, and be counted in the quorum, until termination of the meeting if no other director objects and if otherwise a quorum of directors would not be present.

5 3 For the purposes of any meeting (or part of a meeting) held to authorise a Conflict, if there is more than one director in office but only one director is entitled to count in the quorum for that meeting (or part of a meeting) the quorum for that meeting (or part of a meeting) shall be that director.

6 Authorisation of conflicts of interest

6 1 The directors may, subject to the quorum and voting requirements in this Article, authorise any matter which relates to a situation in which a director (the "relevant director") has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the

interests of the Company and which would, if not so authorised or otherwise permitted, result in a breach of duty by the relevant director under section 175 of the 2006 Act (a "Conflict")

6 2 Any director (including the relevant director) may propose that a Conflict be authorised by the directors. Such proposal and any authorisation given by the directors shall be effected in accordance with the provisions of these Articles

6 3 In connection with any proposal that a Conflict be authorised by the directors, the relevant director must disclose to the directors

- (A) the nature and extent of the Conflict, including the nature and extent of the interest of the relevant director,
- (B) such additional information known to the relevant director in relation to the Conflict as is necessary to enable the directors to decide whether or not to authorise the Conflict, and
- (C) such additional information known to the relevant director in relation to the Conflict as the directors may request in connection with the decision of the directors whether or not to authorise the Conflict

6 4 Where the directors authorise a Conflict

- (A) the relevant director or directors will not count towards the quorum nor vote on any resolution giving such authorisation (and any such vote made will not be counted),
- (B) the directors may (in connection with giving the authorisation or subsequently)
 - (1) require that each relevant director is excluded from the receipt of documents and participation in discussions (whether at meetings of the directors or otherwise) relating to the Conflict,
 - (2) impose upon each relevant director such other terms for the purpose of dealing with the Conflict as they may determine, and
 - (3) decide that each relevant director may or may not vote or may or may not be counted in the quorum at any future meeting of directors in relation to any resolution relating to the Conflict,

(together "Relevant Terms"),

- (C) each relevant director will be obliged to comply with any Relevant Terms and any failure to comply with Relevant Terms by the relevant director will, unless such failure is authorised by the directors, result in the cessation of any authorisation by the directors of the Conflict on the Relevant Terms,
- (D) the directors may decide that where the relevant director obtains or has obtained (in connection with the Conflict and otherwise than through his position as a director) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs,
- (E) the authorisation may extend to any actual or potential Conflict which can reasonably be expected to arise out of the Conflict which has been authorised,

- (F) the Relevant Terms must be recorded in writing and notified to the relevant director (but the authority will be effective whether or not the Relevant Terms are so recorded and notified), and
- (G) the directors may revoke or vary the authorisation at any time but this will not affect anything done by the relevant director in accordance with the Relevant Terms prior to such revocation or variation and notice of any such revocation or variation will be given to the relevant director (but such revocation or variation shall be effective whether or not such notice is given)

6 5 A director is not required, by reason of his office (or of the fiduciary relationship established by reason of him being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with any Conflict authorised by the directors under Article 6 or by the Company in general meeting (subject in each case to any conditions attached to such authorisation and provided that all material information concerning that remuneration, profit or other benefit was disclosed to the directors or the shareholders (as appropriate) before such authorisation was given) and no contract shall be liable to be set aside on such grounds

6 6 For the purposes of this Article 6 and Article 7, an interest of a person who is, for any purpose of the 2006 Act, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

7 **Directors' interests generally**

7 1 A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company must declare the nature and extent of that interest at a meeting of the directors or in accordance with section 184 or 185 of the 2006 Act before the Company enters into the transaction or arrangement

7 2 A director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company must declare the nature and extent of that interest at a meeting of the directors or in accordance with section 184 or 185 of the 2006 Act as soon as is reasonably practicable, unless the interest has already been declared under Article 7 1

7 3 A director need not declare an interest under Article 7 1 or Article 7 2 (as the case may be)

- (A) if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (B) of which the director is not aware or where the director is not aware of the transaction or arrangement in question and for this purpose a director is treated as being aware of matters of which he ought reasonably be aware,
- (C) if, or to the extent that, the other directors are already aware of the interest, and for this purpose the other directors are treated as being aware of anything of which they ought reasonably to be aware, or
- (D) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a meeting of the directors

7 4 Subject, where applicable, to any Relevant Terms and, provided a director has declared his interest in accordance with Article 7 1 or 7 2 (or is not required to declare that interest pursuant to Article 7 3), a director notwithstanding his office

- (A) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested,
- (B) shall be an eligible director and shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any decision taken by written resolution in respect of any transaction or arrangement or proposed transaction or arrangement in which he is interested,
- (C) may act by himself or through 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,
- (D) may be a director or other officer of, or employed by, or a member of or partner in, any person who is a party to or otherwise interested in, any transaction or arrangement with any body corporate promoted by the Company or in which the Company is otherwise (directly or indirectly) interested, and
- (E) shall not, save as he may otherwise agree, be accountable to the Company for any remuneration, profit or other benefit which he (or a person connected with him (as defined in section 252 of the 2006 Act)) derives from or in connection with any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, 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 2006 Act

8 Appointment of directors

- 8 1 In addition to Article 17(1) of the Model Articles, any shareholder or shareholders holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to attend and vote at general meetings of the Company may by memorandum in writing at any time appoint any person to be a director. The memorandum in writing must be signed by or on behalf the shareholder(s) and delivered to the registered office of the Company or tendered at a meeting of the directors or of the Company in general meeting, or sent by electronic means to an address specified by the Company for that purpose.
- 8 2 Where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) shall have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director. For the purposes of this Article 8 2, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

9 Termination of director's appointment

- 9 1 In addition to Article 18 of the Model Articles, any director, howsoever appointed, may be removed from office by any shareholder or shareholders holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to attend and vote at general meetings of the Company. The notice of removal shall be in writing signed by or on behalf of the shareholder or shareholders and delivered to the registered office of the Company or tendered at a meeting of the directors, or of the Company in general meeting, or sent by electronic means to an address specified by the Company for that purpose.

10 **Alternate directors**

10 1 Any director (other than an alternate director) (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to exercise the appointor's powers and carry out his responsibilities in relation to the taking of decisions by the directors in the absence of the alternate's appointor. The appointor may remove from office an alternate director appointed by him. 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. 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 he is willing to act as the alternate of his appointor

10 2 Subject to Articles 10 4 and 10 5, an alternate director may act as alternate director to more than one director and has the same rights in relation to any directors' meeting or directors' written resolution, as the alternate's appointor

10 3 Except as these 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

10 4 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 written resolution 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 10 4(A)

10 5 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 including in relation to any written resolution of the directors (provided that both he and 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

10 6 An alternate director may be paid expenses as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except only such part (if any) of the remuneration otherwise payable to the director appointing him as such director may by notice in writing to the Company from time to time direct

10 7 An alternate director's appointment as an alternate terminates

- (A) when the alternate's appointor terminates the appointment by notice in writing to the Company,
- (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,
- (D) when the alternate's appointor's appointment as director terminates

11 Directors' gratuities and pensions

- 11 1 In addition to Article 19 of the Model Articles, the directors may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any director (including alternates) or former director or the relations, connections or dependants of any director or former director and the secretary, if any. A director or former director shall not be accountable to the Company or the shareholders for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company

12 Issue of shares

- 12 1 Shares may be issued as nil or partly paid
- 12 2 Articles 52 to 62 inclusive of the model articles for public companies contained in Schedule 3 of the Companies (Model Articles) Regulations 2008 shall apply to the Company and form part of these Articles

13 Pre-emption procedure

- 13 1 In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to any allotment of equity securities (as defined in section 560 of the 2006 Act) made by the Company

14 Share certificates

- 14 1 Every certificate must specify
 - (A) in respect of how many shares, of what class, it is issued,
 - (B) the nominal value of those shares,
 - (C) the amount paid up on those shares, and
 - (D) any distinguishing numbers assigned to them

15 Transfer and transmission of shares

- 15 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 and, unless the share is fully paid, by or on behalf of the transferee
- 15 2 The directors may refuse to register the transfer of a share for any reason (including to a person they do not approve), and if they do so, unless they suspect that the proposed

transfer may be fraudulent, the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for the refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration

15 3 Article 27(3) of the Model Articles shall be amended by the insertion of the words "subject to Article 8 2" after the word "But"

15 4 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person nominated under Article 27(2)" after the words "the transmittee's name "

16 **Consolidation of shares**

16 1 This Article applies in circumstances where there has been a consolidation of shares and, as a result, shareholders are entitled to fractions of shares

16 2 In the circumstances set out in Article 16 1, the directors may

- (A) on behalf of those shareholders, sell the shares representing the fractions to any person including the Company for the best price reasonably obtainable, and
- (B) authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser

16 3 Where any shareholder's entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors, that shareholder's portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland

16 4 A person to whom shares are transferred pursuant to Article 16 2 is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions

16 5 The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale

17 **Dividends**

17 1 Except as otherwise provided by the Articles or the rights attached to shares, all dividends must be

- (A) declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
- (B) apportioned and paid proportionately to the amounts paid up on the shares during any part or parts of the period in respect of which the dividend is paid

17 2 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividends accordingly

17 3 For the purpose of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount

17 4 Article 31(1)(a) to (d) inclusive of the Model Articles are amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide "

18 Capitalisation of profits

- 18 1 Article 36(4) of the Model Articles shall be amended by the addition of the words “or towards paying up any amounts unpaid on existing shares held by persons entitled or in” after the words “applied in ”

19 Quorum at general meetings

- 19 1 If and for so long as the Company has one shareholder only, one qualifying person present at a meeting shall be a quorum
- 19 2 If and for so long as the Company has two or more shareholders, two qualifying persons present at a meeting shall be a quorum

20 Voting at general meetings

- 20 1 On a vote on a resolution at a general meeting on a show of hands
- (A) each shareholder, who being an individual, is present in person has one vote,
 - (B) if a shareholder (whether such shareholder is an individual or a corporation) appoints one or more proxies in respect of different shares to attend the meeting, each such proxy has one vote but, subject to Article 20 2, if a proxy has been duly appointed by one or more shareholders entitled to vote on the resolution, that proxy has only one vote, and
 - (C) if a corporate shareholder appoints one or more persons in respect of different shares to represent it at the meeting, each person so appointed has one vote
- 20 2 On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if
- (A) the proxy has been duly appointed by more than one shareholder entitled to vote on the resolution, and
 - (B) the proxy has been instructed by one or more of those shareholders to vote for the resolution and by one or more other of those shareholders to vote against it

For the purposes of this Article 20 2, if a duly appointed proxy has received instructions from a shareholder to vote either for or against a resolution, that proxy will not be restricted from casting a second vote the other way under any discretionary voting authority he has been given by another shareholder

- 20 3 On a vote on a resolution on a poll taken at a meeting, every shareholder has one vote in respect of each share held by him (whether present in person, by proxy or by authorised representatives)
- 20 4 On a poll taken at a meeting, all or any of the voting rights of a shareholder may be exercised by one or more duly appointed proxies
- 20 5 A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. The Company is under no obligation to check whether a proxy has voted in accordance with such instructions and the validity of any vote cast by a proxy will not be affected by the proxy failing to act in accordance with such instructions

21 **Demand for a poll**

- 21 1 A poll may be demanded at any general meeting by the chairman of the meeting or by any qualifying person who is present and entitled to vote at the meeting
- 21 2 Article 44(3) of the Model Articles 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 article

22 **Delivery of proxy notices**

- 22 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 24 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 "
- 22 2 Article 45(1) of the Model Articles 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 article

23 **Means of communication**

- 23 1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website
- 23 2 In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders
- 23 3 Any notice or other document served or delivered in accordance with the Articles shall be deemed duly served or delivered notwithstanding that the shareholder is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof
- 23 4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (A) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery within at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- (B) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (C) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (D) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day

- 23 5 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the 2006 Act

24 **Indemnity**

- 24 1 Subject to Article 24 3, a relevant director, secretary (if any), or other officer (excluding any auditor) of the Company or of an associated company may be indemnified out of the Company's assets against

- (A) any liability incurred by such a person in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (B) any liability incurred by such a person in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act), and
- (C) any other liability incurred by such a person as an officer of the Company or of an associated company

- 24 2 Subject to Article 24 3, the Company may provide any relevant director, secretary (if any) or other officer (excluding any auditor) of the Company or of an associated company with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application relating to a liability referred to in Article 24 1 and otherwise may take any action to enable any such person to avoid incurring such expenditure

- 24 3 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

- 24 4 In this Article 24 and in Article 25

- (A) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (B) a 'relevant director' means any director, alternate director or former director of the Company or an associated company

25 **Insurance**

- 25 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director, secretary or other officer (excluding any auditor) of the Company or of an associated company in respect of any relevant loss

- 25 2 In this Article 25, 'relevant loss' means any loss or liability which has been or may be incurred by a relevant director, secretary or other officer (excluding any auditor) in connection with that person's duties, powers or office in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or any associated company

26 **Change of company name**

Subject to the provisions of the 2006 Act, the name of the Company may be changed by a decision of the directors taken in accordance with the provisions of these Articles