



FILE COPY

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

Company No. 7601012

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

MANDACO 697 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 **12th April 2011**



N076010124



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

708853/300
Oyez

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

✗ **What this form is NOT for**
You cannot use this form to re-
a limited liability partnership
this, please use form LL IN01

TUESDAY



A04 05/04/2011 167
COMPANIES HOUSE

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

MANDACO 697 LIMITED

For official use

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	3
Street	ASSEMBLY SQUARE BRITANNIA QUAY
Post town	CARDIFF BAY
County/Region	CARDIFF
Postcode	C F 1 0 4 P L

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**G1****Corporate secretary appointments 1**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	M AND A SECRETARIES LIMITED
Building name/number	3
Street	ASSEMBLY SQUARE BRITANNIA QUAY
Post town	CARDIFF BAY
County/Region	CARDIFF
Postcode	C F 1 0 4 P L
Country	UK

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

G2**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

G3**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	ENGLAND AND WALES
Registration number	04115761

2 EEAA 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)

G4**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	
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

G5**Signature 5**

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

Signature	Signature X  for and on behalf of M And A Secretaries Ltd X
-----------	---

5 Signature

The person named above consents to act as corporate secretary 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*	MR
Full forename(s)	STEPHEN RICHARD
Surname	BERRY
Former name(s) 2	
Country/State of residence 3	UK
Nationality	BRITISH
Date of birth	d ₁ d ₆ m ₀ m ₈ y ₁ y ₉ y ₆ y ₈
Business occupation (if any) 4	SOLICITOR

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	3
Street	ASSEMBLY SQUARE BRITANNIA QUAY
Post town	CARDIFF BAY
County/Region	CARDIFF
Postcode	C F 1 0 4 P L
Country	UK

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	<table border="1"><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr></table>	d	d	m	m	y	y	y	y
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	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
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	<table border="1"><tr><td>Signature</td><td>X</td></tr></table>	Signature	X
Signature	X		
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	M AND A NOMINEES LIMITED
Building name/number	3
Street	ASSEMBLY SQUARE BRITANNIA QUAY
Post town	CARDIFF BAY
County/Region	CARDIFF
Postcode	C F 1 0 4 P L
Country	UK
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	ENGLAND AND WALES
Registration number	04080662
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	
E5 Signature ⁵	
I consent to act as director of the proposed company named in Section A1	
Signature	Signature X  X
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 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) 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 5 Signature The person named above consents to act as corporate director of the proposed company	

Application to register a company

Statement of capital

- ▶ **Yes** Complete the sections below
- ▶ **No** Go to **Part 4 (Statement of guarantee)**

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**

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

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

Total number of shares	1
Total aggregate nominal value	£1 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 Total number of issued shares in this class

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

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

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Application to register a company



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

ORDINARY SHARES

Prescribed particulars

1

- FULL VOTING RIGHTS

- RIGHT TO DIVIDENDS AND OTHER DISTRIBUTIONS
(INCLUDING A RETURN OF CAPITAL) BY REFERENCE TO EACH
SHAREHOLDER'S HOLDING OF SHARES

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

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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), andd 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>

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Application to register a company

5

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 M AND A SECRETARIES LIMITED	ORDINARY	1	£STERLING	£1 00	£1 00	
Address 3 ASSEMBLY SQUARE BRITANNIA QUAY CARDIFF BAY CARDIFF CF10 4PL						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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)

**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

for and on behalf of
M And A Secretaries Ltd

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

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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	



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	M&A Solicitors LLP									
Building name/number	3									
Street	ASSEMBLY SQUARE									
	BRITANNIA QUAY									
Post town	CARDIFF BAY									
County/Region	CARDIFF									
Postcode	C	F	1	0		4	P	L		
Country	UK									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with									
Agent's signature	Signature X <i>[Signature]</i> X									

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
MANDACO 697 LIMITED

We, the subscribers to this memorandum of association, wish to form a company under the Companies Act 2006 and agree to become members of the company and to take at least one share each

Name of Subscriber

Signature of Subscriber

M and A Secretaries Limited



Dated the 1 day of April 2011

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
MANDACO 697 LIMITED

M&A Solicitors LLP
3 Assembly Square
Britannia Quay
Cardiff Bay
Cardiff
CF10 4PL

Tel: (029) 2048 2288
Fax: (029) 2049 5588

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
MANDACO 697 LIMITED
(the "Company")

1 Definitions & Interpretation

1 1 In these Articles

"Act" means the Companies Act 2006,

"appointor" has the meaning given in Article 4 1,

"Business Day" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for the transaction of normal banking business,

"Conflict" has the meaning given in Article 12 1,

"eligible director" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),

"Interested Director" has the meaning given in Article 12 1, and

"Model Articles" means the model articles for private companies limited by shares prescribed in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles

1 2 References to statutory provisions include references to any orders or regulations made thereunder and references to any statute, provision, order or regulation include references to that statute, provision, order or regulation as amended, modified, re-enacted or replaced from time to time whether before or after the date hereof (subject as otherwise expressly provided herein) and to any previous statute, statutory provision, order or regulation amended, modified, re-enacted or replaced by such statute, provision, order or regulation

1 3 Headings are for information only and shall not form part of the operative provisions of, and shall be ignored in construing, these Articles

1 4 Unless the context otherwise requires, words denoting the singular shall include the plural and vice versa, words denoting any gender shall include all genders and words denoting persons shall include bodies corporate and unincorporated, associations, partnerships and individuals

- 1 5 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 6 A reference in these Articles to the transfer of any share shall mean the transfer of either or both of the legal and beneficial ownership in such share and/or the grant of an option to acquire either or both of the legal and beneficial ownership in such share and the following shall be deemed (but without limitation) to be a transfer of a share -
 - 1 6 1 any direction (by way of renunciation or otherwise) by a member entitled to an allotment or issue of shares that a share be allotted or issued or transferred to some person other than himself,
 - 1 6 2 any sale or any other disposition of any legal or equitable interest in a share (including any voting right attached thereto) or the grant, creation or disposal of any interest in any share and whether or not by the registered holder thereof and whether or not for consideration or otherwise and whether or not effected by an instrument in writing, and
 - 1 6 3 any grant of a legal or equitable mortgage or charge over any share

2 **Model Articles**

- 2 1 The Model Articles shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and the Model Articles (save as so excluded, varied or inconsistent) and the provisions hereinafter contained shall be the articles of association of the Company
- 2 2 Articles 9, 11(2), 13, 14(1) to (5) inclusive, 52 and 53 of the Model Articles shall not apply to the Company
- 2 3 Article 7 of the Model Articles shall be amended by
 - 2 3 1 the insertion of the words "for the time being" at the end of article 7(2)(a), and
 - 2 3 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"
- 2 4 Article 18(d) of the Model Articles shall be amended by -
 - 2 4 1 inserting the words "with appropriate specialist knowledge" after the words "registered medical practitioner", and
 - 2 4 2 deleting the words "may remain so" and replacing them with the words "is likely to remain so"
- 2 5 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur"
- 2 6 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to Article 17(2)," after the word "But"

- 2 7 Article 29 of the Model Articles shall be amended by the insertion of the words "or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"
- 2 8 Articles 31(a) to (d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide"
- 2 9 Articles 41(3) of the Model Articles shall be amended by the addition of the words "or if a poll is demanded" after the words "if directed to do so by the meeting"

APPOINTMENT OF DIRECTORS

3 Method of Appointing Directors

Article 17(2) of the Model Articles shall be deleted and replaced with the following words -

"In any case 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) 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 "

4 Appointment and Removal of Alternate Directors

- 4 1 Any director ("**appointor**") may appoint as his alternate any other director, or any other person approved by resolution of the directors, to
 - 4 1 1 exercise that director's powers, and
 - 4 1 2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor
- 4 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors
- 4 3 The notice must
 - 4 3 1 identify the proposed alternate, and
 - 4 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

5 Rights and Responsibilities of Alternate Directors

- 5 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor

5 2 Except as these Articles specify otherwise, alternate directors -

5 2 1 are deemed for all purposes to be directors,

5 2 2 are liable for their own acts and omissions,

5 2 3 are subject to the same restrictions as their appointors, and

5 2 4 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

5 3 A person who is an alternate director but not a director -

5 3 1 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),

5 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

5 3 3 shall not be counted as more than one director for the purposes of Articles 5 3 1 and 5 3 2 above

5 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

5 5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company

6 Termination of Alternate Directorship

An alternate director's appointment as an alternate terminates

6 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

6 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

6 3 on the death of the alternate's appointor, or

6 4 when the alternate's appointor's appointment as a director terminates

7 Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

DECISION MAKING BY DIRECTORS

8 Calling a Directors' Meeting

8 1 Any director may call a directors' meeting by giving not less than 5 Business Days advance notice of such meeting (or such shorter period of notice as may be agreed in accordance with Article 8 4 below) to the other directors, or by authorising the company secretary (if any) to give such notice

8 2 Notice of any directors meeting must indicate -

8 2 1 the proposed date and time of the meeting,

8 2 2 where the meeting is to take place, and

8 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

8 3 Notice of a directors' meeting must be given to each director but need not be in writing

8 4 A director may waive his entitlement to the notice specified in Article 8 1 above or consent to a shorter period of notice by giving notice to that effect to the Company either in advance or retrospectively Where notice of waiver or consent to short notice is given after the meeting has been held, that shall not affect the validity of the meeting or of any business conducted at it

9 Quorum for Directors Meetings

9 1 Subject to Article 9 2 below, the quorum for the transaction of business at a meeting of directors is any two eligible directors

9 2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 12 below to authorise a Conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

10 Casting Vote

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other eligible director chairing the meeting shall not have any casting vote

11 Directors' Declaration of Interests

- 11 1 A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall, in accordance with the Act, declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement
- 11 2 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall, in accordance with the Act, declare the nature and extent of his interest to the other directors as soon as is reasonably practicable, unless the interest has already been declared under Article 11 1 above
- 11 3 A director need not declare an interest under Articles 11 1 and/or 11 2 above (as the case may be) -
 - 11 3 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - 11 3 2 of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware,
 - 11 3 3 if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware, or
 - 11 3 4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered by the directors or a committee of the directors
- 11 4 Provided he has declared the nature and extent of his interest in accordance with Articles 11 1 and/or 11 2 above and the provisions of the Act, a director who is in any way, whether directly or indirectly, interested in any existing or proposed transaction or arrangements with the Company -
 - 11 4 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
 - 11 4 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,
 - 11 4 3 shall count in a quorum and be entitled to vote at a meeting of the directors (or of a committee of the directors) or participate in any unanimous decision in respect of such contract or proposed contract in which he is interested,
 - 11 4 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

11 4 5 may be a director or other officer of, or employed by or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

11 4 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such 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 Act

11 5 For the purposes of this Article 11, reference to a meeting of the directors (or a committee of the directors) shall include any part of such meeting

12 **Directors' Conflicts of Interest**

12 1 The directors may, in accordance with the requirements set out in this Article 12, authorise any matter proposed to them by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("**Conflict**")

12 2 Any authorisation under this Article 12 will be effective only if -

12 2 1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

12 2 2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the Interested Director, and

12 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

12 3 Any authorisation of a matter under this Article 12 may (whether at the time of giving the authority or subsequently) -

12 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,

12 3 2 impose upon the Interested Director such other terms, limits or conditions for the purposes of dealing with the Conflict and for such duration as the directors think fit,

12 3 3 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the

directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters, and

12 3 4 be terminated or varied by the directors at any time (provided that this will not affect anything done by the Interested Director prior to such termination or variation in accordance with the terms of the authorisation)

12 4 In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if an Interested Director obtains or has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to a third party the Interested Director is under no obligation -

12 4 1 to disclose such information to the Company or to any director or other officer or employee of the Company, or

12 4 2 to use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence

12 5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director -

12 5 1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,

12 5 2 is not given any documents or other information relating to the Conflict, and

12 5 3 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

12 6 Where the directors authorise a Conflict -

12 6 1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict, and

12 6 2 the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation

12 7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

DECISION MAKING BY SHAREHOLDERS

13 Poll Votes

- 13 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 13 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 sentence at the end of that article

14 Proxies

- 14 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 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"
- 14 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

ADMINISTRATIVE ARRANGEMENTS

15 Notices

- 15 1 Any notice, document or other information properly addressed shall be deemed served on or delivered to the intended recipient -
 - 15 1 1 in the case of a notice sent by first class prepaid post to an address in the United Kingdom, Channel Islands or Isle of Man, on the second Business Day after the day of posting,
 - 15 1 2 in the case of a notice sent elsewhere by airmail, on the fifth Business Day after posting,
 - 15 1 3 in the case of a notice delivered by hand or reputable courier, when it was given or left at the appropriate address,
 - 15 1 4 in the case of a notice sent by facsimile or electronic means, upon sending, and
 - 15 1 5 in the case of a notice posted on the Company's website, upon posting 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
- 15 2 If notice is given in accordance with Article 15 1 3 or 15 1 4 above on a day which is not a Business Day, such notice will be deemed to have been duly served or delivered on the next following Business Day

- 15 3 A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Company's register of members in respect of the share
- 15 4 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a shareholder by sending it by prepaid first class post addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred
- 15 5 Notice of every general meeting shall be given in any manner authorised in these Articles to -
- 15 5 1 every shareholder or his transmittee, and
- 15 5 2 each director who is not a shareholder
- No other person shall be entitled to receive notices of general meetings
- 15 6 Every shareholder shall be deemed to have agreed to accept communication from the Company by electronic means (including via the Company's website) unless he shall withdraw such agreement by notice in writing Notice under this Article 15 6 must be in writing and signed by the shareholder and delivered to the Company's registered office
- 15 7 If the Company sends two consecutive documents to a member during any 12 month period and each of those documents is returned undelivered, or the Company receives notification that it has not been delivered, that member shall, subject to Article 15 8 below, cease to be entitled to receive notices from the Company
- 15 8 A member who has ceased to be entitled to receive notices from the Company shall become entitled to receive notices again by sending the Company written notification of a new address to be recorded in the register of members or such other information as the Company needs for the effective use of any other form of communication permitted under these Articles

16 Indemnity

- 16 1 Subject to Article 16 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled -
- 16 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability

for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

16 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 16 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

16 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

16 3 In this Article 16 -

16 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

16 3 2 a "relevant officer" shall have the meaning given in Article 17 2 below

17 Insurance

17 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

17 2 In this Article 17 -

17 2 1 a "relevant officer" means any current or former director, secretary or other officer of the Company or of an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act),

17 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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

17 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate