

Company number: 08675187

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RECORD OF A DECISION OF THE SOLE MEMBER
of
10 & 11 EAGLE COURT LIMITED ("Company")
13 May 2015 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the director of the Company proposes that the below resolutions are passed as ordinary and special resolutions ("Resolutions")

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with section 551 of CA 2006, the director of the Company ("Director") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 12 May 2020

This authority is in substitution for all previous authorities conferred on the Director in accordance with section 551 of the CA 2006

SPECIAL RESOLUTIONS

- 2 **THAT**, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal value of £10 as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where
- 2 1 this power is revoked,
- 2 2 the Company ceases to be a private company limited by shares; or
- 2 3 there is more than one class of shares in the Company
- 3 **THAT** the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

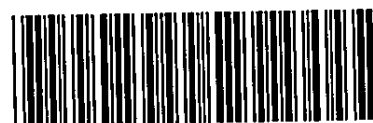
Signed by


Tom Richards

Dated

13 May

.. 2015



A48BG802

A11

27/05/2015

#405

COMPANIES HOUSE

Company Number 08675187

10 & 11 EAGLE COURT LIMITED ("the Company")

^{T.R.}
RESOLUTIONS of the Thomas Richards, the sole director of the Company made on 13 May 2015

1 Director's Interests

The Director noted that he was interested in the proposed transactions through his position as sole director and shareholder of the Company and that, pursuant to the Articles, he may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he is interested

2 Purpose of the Resolutions

2 1 The Director noted that the purpose of the resolutions was to approve

2 1 1 the allotment and issue of new ordinary shares ("Shares"),

2 1 2 the adoption of new articles of association ("Articles") by the Company,

2 1 3 the appointment of Mark Scully and Fraser Jamieson as directors of the Company

2 2 The Director noted that a stock transfer form will be executed in respect of Flat 7, 10 & 11 Eagle Court, London, transferring the one share of the Company currently in issue from the sole name of the Director into the joint names of the Director and Anna Grimstone,

3 Written Resolution

The director noted a written resolution of the sole member of the Company ("Written Resolution") had been signed to adopt the Articles in the form annexed to the Written Resolution and to authorise the Director to issue and allot the Shares

4 Allotment and Issue of Shares

The Director noted that

4 1 pursuant to the Articles and the Participation Agreement between the leaseholders at 10 & 11 Eagle Court, London EC1M 5QD, one ordinary share was to be issued to each leaseholder as follows -

Mick Addison	Flat 1, 10 & 11 Eagle Court, London	1 share
Mark Scully	Flat 2, 10 & 11 Eagle Court, London	1 share
Brony Worthing and Lydia Boumedienne	Flat 3, 6 and 9, 10 & 11 Eagle Court, London	1 share
Mijn Ahn and Robert Perman	Flat 4, 10 & 11 Eagle Court, London	1 share
Dominic del Cassero-Nisbett	Flat 5, 10 & 11 Eagle Court, London	1 share
Fraser Jamieson	Flat 8, 10 & 11 Eagle Court, London	1 share
Ian Lerner	Ground Floor Units A and B, 10 & 11 Eagle Court, London	1 share

- 4 2 he was duly authorised by the Articles to exercise any power of the Company to allot ordinary shares in the Company up to an aggregate nominal amount of £10, and
- 4 3 empowered by a special resolution passed under section 569 of the Companies Act 2006 to allot equity securities as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply

After careful consideration, IT WAS RESOLVED

- 4 4 to allot and issue the shares credited as paid up,
- 4 5 to instruct Peverel Secretarial Limited to:
- 4 5 1 prepare share certificates in respect of the allotted and issued shares and to arrange for the share certificates to be executed by the Company and delivered to the above persons, and
- 4 5 2 enter each shareholder's name on the register of members of the Company as the holder of the shares allotted and issued to that member and make all other necessary and appropriate entries in the books and registers of the Company, and
- 4 6 that the Director do all such acts and things and agree and execute on behalf of the Company all such documents as may be required and generally to sign all such certificates, notices and other documents as may be necessary or desirable in connection with the matters set out in these Resolutions

5 Appointment of Directors

- 5 1 The Director noted that Mark Scully and Fraser Jamieson had each consented to act as a director of the Company in each case with immediate effect
- 5 2 After careful consideration, IT WAS RESOLVED.
- 5 2 1 that the appointment of Mark Scully and Fraser Jamieson as directors would promote the success of the Company for the benefit of its members as a whole, and
- 5 2 2 to appoint Mark Scully and Fraser Jamieson as directors in each case with immediate effect

6 Filing

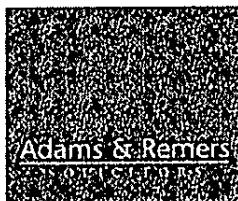
The Director instructed Peverel Secretarial Limited to arrange for the following documents to be prepared and filed at Companies House

- 6 1 a print of the Written Resolution;
- 6 2 the new Articles,
- 6 3 Form SH01 (return of allotments) in relation to the allotted and issued shares, and
- 6 4 Forms AP01 (appointment of directors)



Thomas Richards, Sole Director

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
10 & 11 EAGLE COURT LIMITED
(adopted by special resolution passed on 13 May 2015)



Adams & Remiers Solicitors
Trinity House School Hill
Lewes
East Sussex
BN7 2NN
Telephone 01273 480616
Fax 01273 480618
Website
www.adamsandremiers.com

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

- 3 Directors' general authority
- 4 Shareholders' reserve power
- 5 Directors may delegate
- 6 Committees

DECISION-MAKING BY DIRECTORS

- 7 Directors to take decisions collectively
- 8 Unanimous decisions
- 9 Calling a directors' meeting
- 10 Participation in directors' meetings
- 11 Quorum for directors' meetings
- 12 Chairing of directors' meetings
- 13 Voting
- 14 Conflicts of interest
- 15 Records of decisions to be kept
- 16 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 17 Methods of appointing directors
- 18 Termination of director's appointment
- 19 Directors' remuneration
- 20 Directors' expenses

PART 3

SHARES AND DISTRIBUTIONS

SHARES

- 21 All shares to be fully paid up
- 22 Powers to issue different classes of share
- 23 Company not bound by less than absolute interests
- 24 Share certificates
- 25 Replacement share certificates
- 26 Share transfers

DIVIDENDS AND OTHER DISTRIBUTIONS

28 Dividends and other distributions

PART 4

DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

29 Attendance and speaking at general meetings

30 Quorum for general meetings

31 Chairing general meetings

32 Attendance and speaking by directors and non-shareholders

33 Adjournment

VOTING AT GENERAL MEETINGS

34 Voting general

35 Errors and disputes

36 Poll votes

37 Content of proxy notices

38 Delivery of proxy notices

39 Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

40 Means of communication to be used

41 Company seals

42 No right to inspect accounts and other records

DIRECTORS' INDEMNITY AND INSURANCE

43 Indemnity

44 Insurance

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“Eagle Court” means 10-11 Eagle Court, London EC1M 5QD,

“articles” means the Company’s articles of association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy under the laws of England and Wales,

“chairman” has the meaning given in article 12,

“chairman of the meeting” has the meaning given in article 31,

“Company” means 10 & 11 Eagle Court Limited,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

“connected persons” means a person who is connected with another person (“A”) if A together with persons connected with A have control of the company (section 1122(5) of the Corporation Tax Act 2010 defines “connected” for these purposes),

“director” means a director of the Company, and includes any person occupying the position of director, by whatever name called,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company,

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006,

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

“instrument” means a document in hard copy form,

“lease” means a lease of Eagle Court,

“leaseholder” means the person or persons to whom a lease has been granted or assigned and so that whenever two or more persons are for the time being leaseholders they shall for all purposes of these articles be deemed to constitute one leaseholder,

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,

“paid” means paid or credited as paid,

“participate”, in relation to a directors’ meeting, has the meaning given in article 10,

“proxy notice” has the meaning given in article 37,

“shareholder” means a person who is the holder of a share,

“shares” means shares in the Company,

“special resolution” has the meaning given in section 283 of the Companies Act 2006,

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

“transmittee” means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

Neither the model articles for private companies limited by shares prescribed pursuant to the Companies Act 2006, nor any other articles of association (whether prescribed pursuant to the Companies Act 2006 or set out in any other statute, statutory instrument or other subordinate legislation concerning companies) shall apply to the Company

Members

- 2.—(1) The liability of the members is limited to the amount, if any, unpaid on the shares held by them
- (2) The only persons eligible to be members of the Company shall be the leaseholders or their personal representatives and their successors in title
- (3) Save as aforesaid no share shall be allotted or transferred to any person who is not a leaseholder. A leaseholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any lease
- (4) If a leaseholder or his connected persons holds more than one lease, the shares held by that leaseholder and his connected persons shall have only one vote in aggregate (whether on a show of hands or on a poll)
- (5) If more than one person is jointly the owner of a lease those persons shall jointly hold the corresponding share in the Company but shall only vote in right of such share whether as members or directors which shall be cast by the holder whose name first appears in the Register of Members. All such persons shall be subject jointly and severally to any liability imposed on that member under or pursuant to the articles

(6) In the event of a shareholder ceasing to be a leaseholder he shall not be entitled to exercise any of the powers of a member of the Company

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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

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

Shareholders' reserve power

- 4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
(a) to such person or committee,
(b) by such means (including by power of attorney),
(c) to such an extent,
(d) in relation to such matters or territories, and
(e) on such terms and conditions,
as they think fit
(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8

Unanimous decisions

- 8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

- 9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- (2) Notice of any directors' meeting must indicate—
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) 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
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

- 10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the shareholders to appoint further directors

Chairing of directors' meetings

- 12.—(1) The directors may appoint a director to chair their meetings
- (2) The person so appointed for the time being is known as the chairman
- (3) The directors may terminate the chairman's appointment at any time
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

Voting

- 13.—(1) Each director has one vote
- (2) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- (3) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

Conflicts of interest

- 14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when—
 - (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

- (c) the director's conflict of interest arises from a permitted cause
- (4) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries,
 - (b) subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities,
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors, and
 - (d) the director being a leaseholder
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

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

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 17.—(1) No person who is not a member of the Company shall in any circumstances be eligible to hold office as a director —
- (2) No member shall be appointed a director at any general meeting unless either
- (a) he is recommended by the directors, or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting, has been given to the Company of the intention to propose

that member of appointment, together with notice signed by that member of his willingness to be appointed

(3) Subject to 17(2)(b) above, the Company may by ordinary resolution in general meeting appoint any member who is willing to act to be a director either to fill a vacancy or as an additional director

(4) The directors may appoint a member who is willing to act to be a director, either to fill a vacancy or as an additional director

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

(b) a bankruptcy order is made against that person,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

(e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or

(f) he ceases to be a member of the Company

Directors' remuneration

19.—(1) Directors may undertake any services for the Company that the directors decide

(2) No director shall be entitled to any remuneration from the Company

Directors' expenses

20. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

- 21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue
(2) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum

Powers to issue different classes of share

- 22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution
(2) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

Company not bound by less than absolute interests

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

Share certificates

- 24.—(1) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
(2) 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) that the shares are fully paid, and
(d) any distinguishing numbers assigned to them
(3) No certificate may be issued in respect of shares of more than one class
(4) If more than one person holds a share, only one certificate may be issued in respect of it
(5) Certificates must—
(a) have affixed to them the Company's common seal, or
(b) be otherwise executed in accordance with the Companies Acts

Replacement share certificates

- 25.—(1) If a certificate issued in respect of a shareholder's shares is—
(a) damaged or defaced, or
(b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
(2) A shareholder exercising the right to be issued with such a replacement certificate—
(a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
(b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and

(c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Share transfers

26.—(1) Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the lease in respect of which they are held and to the person becoming or about to become upon such change the leaseholder

(2) If a lease held by a leaseholder is forfeited or surrendered or otherwise comes to an end, the member shall, when a new lease is granted transfer his shares to the new leaseholder under that new lease

(3) The price to be paid on the transfer of shares shall in default of agreement between the transferor and the transferee be the nominal value of such shares

(4) If a holder of a share refuses or neglects to transfer it in accordance with these articles, the chairman for the time being of the directors, or failing him, one of the directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed Attorney of that holder with full power in his name and on his behalf to execute, complete and deliver and transfer of the share to the person to whom it should be transferred there under and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the Register of Members as the holder by transfer of that share

(5) Upon the death or bankruptcy of a member unless his personal representatives or trustee in bankruptcy shall within 90 days from such event execute a valid transfer or request for registration of the member's share to a permitted holder of the share including if applicable themselves, the directors shall be empowered to authorise one of their numbers to execute a transfer to a permitted holder of the said share on behalf of those entitled to the same

27.—(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

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

(3) The Company may retain any instrument of transfer which is registered.

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

(5) The directors shall register the transfer of a share permitted or required by, and made in accordance with, the articles and shall not register any other transfer of a share

(6) If the directors refuse to register the transfer of a share, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

DIVIDENDS AND OTHER DISTRIBUTIONS

Dividends and other distributions

28. The Company shall not have power to pay or declare any dividend or bonus or make any distribution of any assets to the members except on a winding up

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 29.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

- 30.** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 31.**—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”

Attendance and speaking by directors and non-shareholders

- 32.—**(1) Directors may attend and speak at general meetings
(2) The chairman of the meeting may permit other persons who are not—
(a) shareholders of the Company, or
(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting

Adjournment

- 33.—**(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
(a) the meeting consents to an adjournment, or
(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
(4) When adjourning a general meeting, the chairman of the meeting must—
(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
(a) to the same persons to whom notice of the Company's general meetings is required to be given, and
(b) containing the same information which such notice is required to contain
(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

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

Errors and disputes

- 35.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
(2) Any such objection must be referred to the chairman of the meeting, whose decision is final

Poll votes

- 36.—(1) A poll on a resolution may be demanded—
(a) in advance of the general meeting where it is to be put to the vote, or
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
(2) A poll may be demanded by—
(a) the chairman of the meeting,
(b) the directors,
(c) two or more persons having the right to vote on the resolution, or
(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
(3) A demand for a poll may be withdrawn if—
(a) the poll has not yet been taken, and
(b) the chairman of the meeting consents to the withdrawal
(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

Content of proxy notices

- 37.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
(a) states the name and address of the shareholder appointing the proxy,
(b) identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed,
(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
(d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
(2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
(4) Unless a proxy notice indicates otherwise, it must be treated as—
(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

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

Amendments to resolutions

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

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 40.—(1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a

specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

- 41.—(1) Any common seal may only be used by the authority of the directors
(2) The directors may decide by what means and in what form any common seal is to be used
(3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
(4) For the purposes of this article, an authorised person is—
(a) any director of the Company,
(b) the Company secretary (if any), or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

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

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 43.—(1) Subject to paragraph (2), a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against—
(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
(b) any liability incurred by that director 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 Companies Act 2006),
(c) any other liability incurred by that director as an officer of the Company or an associated Company
(2) 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
(3) In this article—
(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 or former director of the Company or an associated Company

Insurance

44.—(1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss

(2) In this article—

(a) a “relevant director” means any director or former director of the Company or an associated Company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate