

Company No: 09805128

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
BAXTER FINANCIAL LIMITED
("the Company")**

**Copy Special Resolution
Passed as a Special Resolution**

The following Resolution was duly passed unanimously as a Special Resolution:

SPECIAL RESOLUTION

That the draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Date: 28 February 2019

WEDNESDAY



A04 *A860T46W* 22/05/2019 #328
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BAXTER FINANCIAL LIMITED

Company Number: 09805128

(the "Company")

Table of contents	
Clause heading and number	Page number
PART 1	1
INTERPRETATION AND LIMITATION OF LIABILITY	1
1. DEFINED TERMS	1
2. LIABILITY OF MEMBERS	2
PART 2	2
DIRECTORS	2
DIRECTORS' POWERS AND RESPONSIBILITIES	2
3. DIRECTORS' GENERAL AUTHORITY	2
4. SHAREHOLDERS' RESERVE POWER	3
5. DIRECTORS MAY DELEGATE	3
6. COMMITTEES	3
DECISION-MAKING BY DIRECTORS	3
7. DIRECTORS TO TAKE DECISIONS COLLECTIVELY	3
8. CALLING A DIRECTORS' MEETING	4
9. PARTICIPATION IN DIRECTORS' MEETINGS	4
10. QUORUM FOR DIRECTORS' MEETINGS	4
11. CHAIRING OF DIRECTORS' MEETINGS	5
12. CASTING VOTE	5
13. CONFLICTS AND DECLARATIONS OF INTEREST	5
14. RECORDS OF DECISIONS TO BE KEPT	8
APPOINTMENT OF DIRECTORS	8
15. METHODS OF APPOINTING DIRECTORS	8
16. TERMINATION OF DIRECTOR'S APPOINTMENT	8
17. DIRECTORS' REMUNERATION	9
18. SECRETARY	9
19. ALTERNATE DIRECTORS	10
PART 3	10
SHARES AND DISTRIBUTIONS	10
SHARES	10
20. ALL SHARES TO BE FULLY PAID UP	10

21.	POWERS TO ISSUE DIFFERENT CLASSES OF SHARE	10
22.	COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS	11
23.	SHARE CERTIFICATES	11
24.	SHARE TRANSFERS	11
25.	TRANSMISSION OF SHARES	11
26.	EXERCISE OF TRANSMITTEES' RIGHTS	12
27.	TRANSMITTEES BOUND BY PRIOR NOTICES	12
	DIVIDENDS AND OTHER DISTRIBUTIONS	12
28.	PROCEDURE FOR DECLARING DIVIDENDS	12
29.	PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS	12
30.	NO INTEREST ON DISTRIBUTIONS	13
31.	UNCLAIMED DISTRIBUTIONS	13
32.	NON-CASH DISTRIBUTIONS	14
33.	WAIVER OF DISTRIBUTIONS	14
	CAPITALISATION OF PROFITS	14
34.	AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS	14
	PART 4	15
	DECISION-MAKING BY SHAREHOLDERS	15
	ORGANISATION OF GENERAL MEETINGS	15
35.	CALLING A GENERAL MEETING	15
36.	NOTICE OF GENERAL MEETINGS	15
37.	ATTENDANCE AND SPEAKING AT GENERAL MEETINGS	16
38.	QUORUM FOR GENERAL MEETINGS	16
39.	CHAIRING GENERAL MEETINGS	16
40.	ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS	17
41.	ADJOURNMENT	17
	VOTING AT GENERAL MEETINGS	18
42.	VOTING	18
43.	ERRORS AND DISPUTES	18
44.	POLL VOTES	18
45.	RIGHT TO APPOINT PROXIES	19
46.	CONTENT OF PROXY NOTICES	19

47.	DELIVERY OF PROXY NOTICES	19
48.	AMENDMENTS TO RESOLUTIONS	20
PART 5	20
ADMINISTRATIVE ARRANGEMENTS	20
49.	MEANS OF COMMUNICATION TO BE USED	20
50.	COMPANY SEALS	20
DIRECTORS' INDEMNITY AND INSURANCE	21
51.	INDEMNITY	21
52.	INSURANCE	21

ARTICLES OF ASSOCIATION
of
BAXTER FINANCIAL LIMITED
(Company Number: 09805128)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In the articles, unless the context requires otherwise:

"articles"	means the company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in article 11;
"chairman of the meeting"	has the meaning given in article 39;
"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;
"Conflict"	has the meaning given in article 13;
"director"	means a director of the company, and includes any person occupying the position of director, by whatever name called;
"distribution recipient"	has the meaning given in article 29;
"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;
"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 that particular matter);
"Group"	means in relation to the company: the company, any subsidiary or any holding company from time to time of the company, and any subsidiary from time to time of a holding company of the company. Each company in the Group is a member of the Group .
"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;
"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 9;
"proxy notice"	has the meaning given in article 46;
"shareholder"	means a person who is the holder of one or more shares;
"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 one or more shares 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.

1.2 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.

1.3 The regulations contained in the model articles for private companies limited by shares (as set out in schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 3229/2008)) shall not apply to the Company.

2. **LIABILITY OF MEMBERS**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. **DIRECTORS' GENERAL AUTHORITY**

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

- 3.2 Subject to section 79 of the Companies Act 2006, the directors may change the name of the Company.

4. SHAREHOLDERS' RESERVE POWER

- 4.1 Subject always to the provisions of the articles and the Companies Acts, the shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. 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:
- 5.1.1 to such person or committee;
 - 5.1.2 by such means (including by power of attorney);
 - 5.1.3 to such an extent;
 - 5.1.4 in relation to such matters or territories; and
 - 5.1.5 on such terms and conditions,
- as they think fit.
- 5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 5.3 The directors may revoke any delegation, in whole or part, or alter its terms and conditions.

6. 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.
- 6.2 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

7. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 7.1 A decision of the directors is taken in accordance with this article when a majority of eligible directors indicate to each other by any means that they share a common view on a matter.
- 7.2 Such a decision may be a majority decision at a meeting or may take the form of a resolution in writing where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- 7.3 A decision may not take the form of a resolution in writing if the eligible directors would not have formed a quorum at such a meeting.

8. CALLING A DIRECTORS' MEETING

- 8.1 Any director may call a directors' meeting by giving reasonable notice of the meeting to the 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 its proposed date and time;
 - 8.2.2 where it 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 It shall not be necessary to give notice to a director who is absent from the United Kingdom at the time notice of the meeting is given. Notice of a directors' meeting must be given to each director, who is entitled to receive notice, but need not be in writing.
- 8.4 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 waiver is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

9. PARTICIPATION IN DIRECTORS' MEETINGS

- 9.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 9.1.1 the meeting has been called and takes place in accordance with the articles; and
 - 9.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 9.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 9.3 If all the directors participating in a meeting are not in the same place, the directors may decide that the meeting is to be treated as taking place wherever any of them is.

10. QUORUM FOR DIRECTORS' MEETINGS

- 10.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 10.2 Subject to article 10.3, 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 eligible directors, and unless otherwise fixed it is two.
- 10.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 13 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.
- 10.4 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:

10.4.1 to appoint further directors; or

10.4.2 to call a general meeting so as to enable the shareholders to appoint further directors.

11. CHAIRING OF DIRECTORS' MEETINGS

11.1 The directors may appoint a director to chair their meetings.

11.2 The person so appointed for the time being is known as the chairman.

11.3 The directors may terminate the chairman's appointment at any time.

11.4 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.

12. CASTING VOTE

12.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has, subject to article 12.2, a casting vote.

12.2 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, he shall not have a casting vote.

13. CONFLICTS AND DECLARATIONS OF INTEREST

13.1 Without prejudice to articles 13.6 and 13.7, the directors shall, for the purposes of section 175 of the Companies Act 2006, have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company ("**Conflict**").

13.2 Authorisation of a matter under article 13.1 shall be effective only if:

13.2.1 the matter in question shall have been proposed in writing for consideration at a meeting of the directors in accordance with the directors' normal procedures or in any other manner as the directors may determine;

13.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question or any other interested director (together the "**Interested Directors**", and each an "**Interested Director**"); and

13.2.3 the matter was agreed to without any Interested Director voting or would have been agreed to if the votes of the Interested Directors had not been counted.

13.3 Any authorisation of a matter under article 13.1 shall be subject to such conditions or limitations as the directors may determine (including, without limitation, such conditions or limitations as are contemplated by article 13.17), whether at the time such authorisation is given or subsequently and may be terminated by the directors at any time. A director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation.

- 13.4 Any authorisation of a matter under article 13.1 extends, subject to any conditions or limitations imposed under article 13.3, to any actual or potential Conflict which may reasonably be expected to arise out of the matter so authorised.
- 13.5 Subject to any conditions or limitations imposed under article 13.3, a director shall not, save as otherwise agreed by him, be accountable to the company for any benefit which he (or any person connected in any way with him) derives from any matter authorised by the directors under article 13.1 and no contract, transaction, arrangement or proposal relating thereto shall be liable to be avoided on the grounds of any such benefit.
- 13.6 Article 13.1 does not apply to a Conflict arising in relation to a transaction or arrangement with the company.
- 13.7 Subject to compliance with article 13.8, a director may, notwithstanding his office, have any interest of any of the following kinds (and no authorisation under article 13.1 shall be necessary in respect of any such interest):
- 13.7.1 where the director (or any person connected in any way with him) is a director or other officer of, is employed by or is otherwise interested (including, without limitation, by the holding of shares or other securities) in any body corporate with which the company is associated (within the meaning of section 256(a) of the Companies Act 2006);
 - 13.7.2 where the director (or any person connected in any way with him) is a party to, or otherwise interested in, any contract, transaction, arrangement or proposal with the company or any body corporate with which the company is associated (within the meaning of section 256(a) of the Companies Act 2006), or in which the company is otherwise interested;
 - 13.7.3 an interest such that the situation or the interest cannot reasonably be regarded as likely to give rise to a Conflict;
 - 13.7.4 an interest, or a contract, transaction, arrangement or proposal giving rise to an interest, of which the director is not aware; and
 - 13.7.5 any other interest authorised by an ordinary resolution of the company.
- 13.8 Subject to sections 177 and 182 of the Companies Act 2006, the director concerned shall declare the nature and extent of any interest, whether direct or indirect, referred to in article 13.7 and not falling within article 13.9 either at a meeting of the directors by written declaration to the company (or in any other manner as the directors may determine) or by general notice in accordance with section 177(2)(b)(ii) or section 182(2)(c) (as the case may be) and section 185 of the Companies Act 2006.
- 13.9 No declaration of an interest shall be required by a director under article 13.8 in relation to an interest:
- 13.9.1 falling within article 13.7.3 or article 13.7.4;
 - 13.9.2 if, or to the extent that, the other directors are already aware of such interest (and for this purpose the other directors are treated as being aware of anything of which they ought reasonably to be aware); or
 - 13.9.3 if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 of the Companies Act 2006) that have been or are to be considered by a meeting of the directors or by a committee of directors appointed for the purpose under these articles.

- 13.10 A director shall not, save as otherwise agreed by him, be accountable to the company for any benefit which he (or any person connected in any way with him) derives from any interest referred to in article 13.7 and no contract, transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest.
- 13.11 Provided he has disclosed to the directors any interest of which he is aware (not being an interest which cannot reasonably be regarded as likely to give rise to a Conflict) in accordance with the requirements of the Companies Act 2006 and these articles, a director shall, subject to any applicable conditions or limitations imposed under article 13.3, be entitled to vote at a meeting of the directors or of a committee of the directors in respect of any contract, transaction, arrangement or proposal in which he is interested and shall also be counted in determining whether a quorum is present at such a meeting.
- 13.12 Without prejudice to article 13.11, if a question arises at any time as to whether any interest of a director prevents him or should prevent him from voting or being counted in the quorum under this article 13 and such question is not resolved by his voluntarily agreeing to abstain from voting and/or attending, such question shall be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive, except in a case where the nature or extent of the interest of such director (so far as it is known to him) has not been fairly disclosed.
- 13.13 Without prejudice to article 13.11, 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 shall be decided by a decision of the directors, for which purpose the chairman is not to be counted as participating in the meeting (or part of the meeting) for voting and quorum purposes, and the decision shall be conclusive, except in a case where the nature or extent of the interest of the chairman of the meeting (so far as it is known to him) has not been fairly disclosed to the directors.
- 13.14 Subject to article 13.15, if a director, otherwise than by virtue of his position as a director, receives information in respect of which he owes a duty of confidentiality to a person other than the company, he shall not be required to disclose such information to the company or the directors or any of them, or otherwise use or apply such confidential information for the purpose of or in connection with the performance of his duties as a director.
- 13.15 Where a duty of confidentiality as referred to in article 13.14 arises out of a situation in which the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company, article 13.14 shall apply only if the conflict arises out of a matter which has been authorised under article 13.1 or falls within article 13.7.
- 13.16 Article 13.14 is without prejudice to any enactment, equitable principle or rule of law which may excuse or release a director from disclosing information in circumstances where disclosure may otherwise be required.
- 13.17 Where a director has an interest which can reasonably be regarded as likely to give rise to a Conflict, the director may, and shall if so requested by the directors, take such additional steps as may be necessary or desirable for the purpose of managing such Conflict, including compliance with any procedures laid down from time to time by the directors for the purpose of managing Conflicts generally and/or any specific procedures approved by the directors for the purpose of or in connection with the relevant matter or situation, including without limitation:
- 13.17.1 absenting himself from any meeting or part of a meeting of the directors or of any committee of the directors at which the relevant matter or situation falls to be considered or is otherwise significant; and

13.17.2 *not reviewing documents or information made available to the directors generally in relation to such matter or situation.*

13.18 The company may by ordinary resolution ratify any contract, transaction, arrangement or proposal not properly authorised by reason of a contravention of any provision of this article 13.

13.19 For the purposes of this article 13, where the context permits, any reference to an interest includes a duty and any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

13.20 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

14. RECORDS OF DECISIONS TO BE KEPT

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

APPOINTMENT OF DIRECTORS

15. METHODS OF APPOINTING DIRECTORS

15.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

15.1.1 by ordinary resolution; or

15.1.2 by a decision of the directors.

15.2 Subject to the provisions of the Companies Acts, a shareholder or shareholders having the right to attend and vote at any general meeting of the company and holding at least 75% in nominal value of the shares giving that right may, from time to time by notice in writing to the company appoint any person to be a director, and any such appointment shall be deemed to be an act of the company and not only of such shareholder(s). Any such notice may consist of one or more documents each executed by or on behalf of such shareholder(s) and shall take effect at and from the time when such notice is received at the registered office of the company or produced to a meeting of the directors of the company.

15.3 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittes 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 who is willing to act (and is permitted to do so) to be a director.

15.4 For the purposes of paragraph 15.3, where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

16. TERMINATION OF DIRECTOR'S APPOINTMENT

16.1 Without prejudice to article 17.3, a person ceases to be a director as soon as:

16.1.1 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;

- 16.1.2 unless otherwise determined by the directors, in the case of a director employed or engaged by the Company or any member of the Group, he ceases to be employed or engaged by the Company or such member of the Group;
- 16.1.3 a bankruptcy order is made against that person;
- 16.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 16.1.5 a registered medical practitioner with appropriate qualifications and experience gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and, on the balance of probabilities, is likely to remain so for more than three months;
- 16.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 16.1.7 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;
- 16.1.8 the directors serve notice on that person to the effect that his appointment is terminated by reason of repeated non-attendance at meetings of the directors (without the consent of the other directors, such consent not to be unreasonably withheld or delayed) over a period of 6 consecutive months; or
- 16.1.9 subject to the provisions of the Companies Acts, a shareholder or shareholders having the right to attend and vote at any general meeting of the company and holding at least 75% in nominal value of the shares giving that right gives notice to remove that person from his position as a director and any such removal shall be deemed to be an act of the company and not only of such shareholder(s). Any such notice may consist of one or more documents each executed by or on behalf of such shareholder(s) and shall take effect at and from the time when such notice is received at the registered office of the company or produced to a meeting of the directors of the company.

17. **DIRECTORS' REMUNERATION**

- 17.1 Directors may undertake any services for the company that the directors decide.
- 17.2 Unless the directors determine otherwise, directors are not entitled to remuneration, either:
 - 17.2.1 for their services to the company as directors; or
 - 17.2.2 for any other service which they undertake for the company.

18. **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 appoint a replacement, in each case by a decision of the directors.

19. ALTERNATE DIRECTORS

- 19.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 19.2 An 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, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. *It shall not be necessary to give notice of a directors' meeting to an alternate director who is absent from the United Kingdom.*
- 19.3 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 19.4 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- 19.5 An alternate director shall cease to be an alternate director if:
- 19.5.1 The alternate's appointor revokes the appointment by notice to the company in writing, specifying when it is to terminate;
 - 19.5.2 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;
 - 19.5.3 On the death of the alternate's appointor; or
 - 19.5.4 When the alternate's appointor's appointment as a director terminates.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

20. ALL SHARES TO BE FULLY PAID UP

- 20.1 No share is to be issued for less than the aggregate of its nominal value and any premium is to be paid to the company in consideration for its issue.
- 20.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

21. POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

- 21.1 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.

- 21.2 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.

22. COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

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.

23. SHARE CERTIFICATES

Without prejudice to the directors' right to determine any other term upon allotment of shares, the directors shall make it a condition of any allotment of shares that no share certificate shall be issued unless otherwise agreed with the shareholder.

24. SHARE TRANSFERS

- 24.1 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.
- 24.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 24.3 The company may retain any instrument of transfer which is registered.
- 24.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 24.5 The directors may refuse to register the transfer of a share; if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal within two months unless they suspect that the proposed transfer may be fraudulent.

25. TRANSMISSION OF SHARES

- 25.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- 25.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:
- 25.2.1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person; and
- 25.2.2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- 25.3 Transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

26. EXERCISE OF TRANSMITTEES' RIGHTS

- 26.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 26.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- 26.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred and all the provisions of the articles relating to transfers of shares shall apply.

27. TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name, or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 26.2, has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

28. PROCEDURE FOR DECLARING DIVIDENDS

- 28.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 28.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 28.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 28.4 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. However, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- 28.5 If the company's share capital is divided into different classes, no dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 28.6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 28.7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

29. PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

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

- 29.1.1 transfer to a bank or building society account specified by the distribution recipient, either in writing or as the directors may otherwise decide;
 - 29.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient, either in writing or as the directors may otherwise decide;
 - 29.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified, either in writing or as the directors may otherwise decide; or
 - 29.1.4 any other means of payment as the directors agree with the distribution recipient, either in writing or by such other means as the directors decide.
- 29.2 In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:
- 29.2.1 the holder of the share; or
 - 29.2.2 if the share has two or more joint holders, whichever of them is named first in the register of members; or
 - 29.2.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

30. **NO INTEREST ON DISTRIBUTIONS**

- 30.1 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:
- 30.1.1 the terms on which the share was issued; or
 - 30.1.2 the provisions of another agreement between the holder of that share and the company.

31. **UNCLAIMED DISTRIBUTIONS**

- 31.1 All dividends or other sums which are:
- 31.1.1 payable in respect of shares; and
 - 31.1.2 unclaimed after having been declared or become payable;
- may be invested or otherwise made use of by the directors for the benefit of the company until claimed.
- 31.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
- 31.3 If:
- 31.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment; and
 - 31.3.2 the distribution recipient has not claimed it,

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

32. NON-CASH DISTRIBUTIONS

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

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

32.2.1 fixing the value of any assets;

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

32.2.3 vesting any assets in trustees.

33. WAIVER OF DISTRIBUTIONS

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

33.1.1 the share has more than one holder; or

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

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

CAPITALISATION OF PROFITS

34. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

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

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

34.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions and apply such sum on their behalf either towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively.

34.2 Capitalised sums must be applied:

34.2.1 on behalf of the persons entitled; and

- 34.2.2 in the same proportions as a dividend would have been distributed to them.
- 34.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 34.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 34.5 Subject to the articles the directors may:
- 34.5.1 apply capitalised sums in accordance with paragraphs 34.3 and 34.4 partly in one way and partly in another;
 - 34.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - 34.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

35. CALLING A GENERAL MEETING

- 35.1 The directors may call general meetings of the company.
- 35.2 In accordance with the provisions of the Companies Act 2006, and on the requisition of shareholders representing at least 5% of the paid up capital of the company carrying the right to vote at general meetings, the directors shall forthwith convene a general meeting.

36. NOTICE OF GENERAL MEETINGS

- 36.1 General meetings (other than adjourned meetings) shall be called on at least 14 days' notice.
- 36.2 General meetings may be called by shorter notice if agreed to by a majority in number of the shareholders having the right to attend and vote at the meeting, being a majority who together hold not less than 90% in nominal value of the shares giving a right to attend and vote at the meeting.
- 36.3 Subject to the provisions of the articles and any restrictions imposed on any shares, the notice shall be given to all shareholders, to all transmittes and to the directors and auditors.
- 36.4 Subject to the provisions of the Companies Act 2006, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 36.5 Notice of a general meeting must be given:
- 36.5.1 in hard copy form;
 - 36.5.2 in electronic form; or
 - 36.5.3 subject to the provisions of the Companies Act 2006, by means of a website.
- 36.6 Notice of a general meeting must state:
- 36.6.1 the time and date of the meeting;
 - 36.6.2 the place of the meeting; and
 - 36.6.3 the general nature of the business to be transacted at the meeting.

37. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 37.1 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.
- 37.2 A person is able to exercise the right to vote at a general meeting when:
- 37.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 37.2.2 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.
- 37.3 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.
- 37.4 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.
- 37.5 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.

38. QUORUM FOR GENERAL MEETINGS

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 and if at any such time the company shall only have one member, one person entitled to vote on the business to be transacted at the meeting (being a member, a proxy for a member or a duly authorised representative of a corporate member) present at a meeting shall constitute a quorum.

39. CHAIRING GENERAL MEETINGS

- 39.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 39.2 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:

39.2.1 the directors present; or

39.2.2 (if no directors are present) the meeting,

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

39.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

40. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

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

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

40.2.1 shareholders of the company; or

40.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

41. ADJOURNMENT

41.1 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.

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

41.2.1 the meeting consents to an adjournment; or

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

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

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

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

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

41.5 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):

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

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

41.6 If at an adjourned meeting a quorum is not present within half an hour from the time appointed, then, provided that the shareholders present hold at least 75% in nominal value of the ordinary shares of the company in issue, any resolution agreed to by such members shall be valid and effectual as if it had been passed unanimously at a general meeting of the company duly convened and held.

41.7 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

42. VOTING

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.

43. ERRORS AND DISPUTES

43.1 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.

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

44. POLL VOTES

44.1 A poll on a resolution may be demanded:

44.1.1 in advance of the general meeting at which that resolution is to be put to the vote; or

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

44.2 A poll may be demanded by:

44.2.1 the chairman of the meeting;

44.2.2 the directors;

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

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

and a demand by a person as proxy for a shareholder shall be the same as a demand by the shareholder.

44.3 A demand for a poll may be withdrawn if:

44.3.1 the poll has not yet been taken; and

44.3.2 the chairman of the meeting consents to the withdrawal.

44.4 A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

44.5 Polls must be taken immediately upon demand (subject to being withdrawn in accordance with article 44.3) and in such manner as the chairman of the meeting directs.

45. **RIGHT TO APPOINT PROXIES**

45.1 A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and speak and vote at a meeting of the company.

45.2 A shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.

46. **CONTENT OF PROXY NOTICES**

46.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

46.1.1 states the name and address of the shareholder appointing the proxy;

46.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;

46.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine;

46.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting or adjourned meeting to which they relate;

46.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

46.3 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.

46.4 Unless a proxy notice indicates otherwise, it must be treated as:

46.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

46.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. **DELIVERY OF PROXY NOTICES**

47.1 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.

47.2 An appointment under a proxy notice may be revoked by delivering to the company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

47.3 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.

47.4 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.

48. AMENDMENTS TO RESOLUTIONS

48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

48.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it 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

48.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

48.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

48.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

48.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

48.3 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

49. MEANS OF COMMUNICATION TO BE USED

49.1 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.

49.2 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.

49.3 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.

50. COMPANY SEALS

If the company has a common seal, it may only be used by the authority of the directors who may decide by what means and in what form any common seal is to be used.

DIRECTORS' INDEMNITY AND INSURANCE

51. INDEMNITY

51.1 Subject to paragraph 51.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, a relevant officer of the company or an associated company may be indemnified out of the company's assets against:

51.1.1 any liability incurred by that relevant officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

51.1.2 any liability incurred by that relevant officer 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); and

51.1.3 any other liability incurred by that relevant officer as an officer of the company or an associated company,

including (in each case) 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.

51.2 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.

51.3 In this article:

51.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

51.3.2 a "relevant officer" means any director or secretary or former director or secretary of the company or an associated company.

52. INSURANCE

52.1 The directors may purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

52.2 In this article:

52.2.1 a "relevant officer" means any director or secretary or former director or secretary of the company or an associated company;

52.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that relevant 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 an associated company; and

52.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.