



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PUBLIC LIMITED COMPANY**

Company Number **9991001**

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

OFFA NO.1 PLC

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

Given at Companies House on **5th February 2016**



N09991001G



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

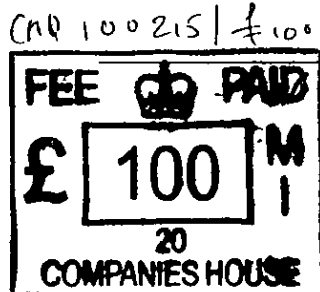
IN01

Application to register a company

laserform

A fee is payable with this form.

Please see 'How to pay' on the last page



What this form is for

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



What this form is NOT for

You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

FRIDAY



LD1

05/02/2016

#32

COMPANIES HOUSE

Part 1

Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Offa No 1 PLC

For official use

99910011

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.gov.uk/companieshouse

A2

Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.gov.uk/companieshouse

A3

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

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

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

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website
www.gov.uk/companieshouse

A4

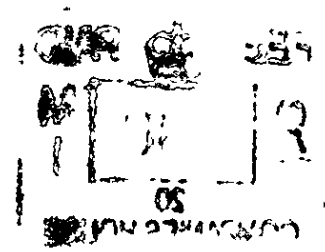
Company type ④

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

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

④ Company type

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



IN01

Application to register a company

A5**Situation of registered office ①**

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

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

① Registered office

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

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

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

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number 35

Street Great St Helen's

Post town London

County/Region

Postcode

E C 3 A 6 A P

② Registered office address

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

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

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

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

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

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

A8**Restricted company articles ④**

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

☐**④ Restricted company articles**

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

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

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

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

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

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

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

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

Name of corporate body/firm

SFM Corporate Services Limited

Building name/number

35

Street

Great St Helen's

Post town

London

County/Region

Postcode

E C 3 A 6 A P

Country

United Kingdom

① Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

England and Wales

Registration number

3920255

② EEAA full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title *	Mr
Full forename(s)	John Paul
Surname	Nowacki
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth* ④	X X m0 m7 y1 y9 y7 y9
Business occupation (if any) ⑤	Director

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

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

D2

Director's service address ⑥

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

Building name/number	35
Street	Great St Helen's
Post town	London
County/Region	
Postcode	E C 3 A 6 A P
Country	United Kingdom

⑥ Service address

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

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

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

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4

Title *	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Month/year of birth* ④	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) ⑤	

① Appointments

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

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

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

D2

Director's service address ⑥

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

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address

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

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

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

IN01

Application to register a company

Corporate director**E1****Corporate director appointments ①**

	Please use this section to list all the corporate directors taken on formation							
Name of corporate body or firm	SFM Directors Limited							
Building name/number	35							
Street	Great St. Helen's							
Post town	London							
County/Region								
Postcode	E	C	3	A		6	A	P
Country	United Kingdom							

① Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?
→ Yes Complete Section E3 only
→ No Complete Section E4 only

E3**EEA companies ②**

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register							
Where the company/firm is registered ③	England and Wales							
Registration number	3920254							

② EEA

A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4**Non-EEA companies**

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register							
Legal form of the corporate body or firm								
Governing law								
If applicable, where the company/firm is registered ④								
If applicable, the registration number								

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01 - continuation page

Application to register a company

Corporate director

E1

Corporate director appointments ①

	Please use this section to list all the corporate directors taken on formation							
Name of corporate body or firm	SFM Directors (No 2) Limited							
Building name/number	35							
Street	Great St. Helen's							
Post town	London							
County/Region	London							
Postcode	E	C	3	A		6	A	P
Country	United Kingdom							

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section E3** only
→ **No** Complete **Section E4** only

E3

EEA companies ②

	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register							
Where the company/firm is registered ③	England and Wales							
Registration number	4017430							

② EEA
A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register							
Legal form of the corporate body or firm								
Governing law								
If applicable, where the company/firm is registered ④								
If applicable, the registration number								

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1 00	£0 00	1	£ 1 00
				£
				£
				£
Totals			1	£ 1 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency

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

Currency

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ①

① Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium③ Number of shares issued multiplied by
nominal value of each share

② Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

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

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

Class of share

Ordinary

Prescribed particulars

①

The shares have attached to them full voting, dividend and capital distribution (including winding up) rights. The shares do not confer any rights on redemption.

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

IN01

Application to register a company

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

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Offa No 1 Holdings Limited	Ordinary	1	Pound Sterling	1 00	0 00	1.00
Address 35 Great St Helen's London EC3A 6AP						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 6** (Statement of compliance)**G1****Subscribers**

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's detailsForename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**

IN01

Application to register a company

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5 Consent to act**H1****Consent statement**

Please tick the box to confirm consent

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 Statement of compliance

This section must be completed by all companies

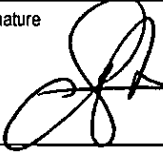
Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section I1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section I2** (Statement of compliance delivered by an agent)

I1**Statement of compliance delivered by the subscribers ①**

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

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

Subscriber's signature	Signature X  per pro SFM Directors Limited as Director of Offa No.1 Holdings Limited X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

IN01

Application to register a company

I2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature


Signature


X


X


IN01


Application to register a company


 Presenter information	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	Dipti Vekaria(0036551-0000039)
Company name	Allen & Overy LLP
Address	One Bishops Square
Post town	London
County/Region	
Postcode	E 1 6 A D
Country	United Kingdom
DX	
Telephone	+44 (0)20 3088 0000

 Certificate
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below
<input type="checkbox"/> At the registered office address (Given in Section A6)
<input type="checkbox"/> At the agents address (Given in Section 12)

 Checklist
We may return forms completed incorrectly or with information missing.
Please make sure you have remembered the following
<input checked="" type="checkbox"/> You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
<input checked="" type="checkbox"/> If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
<input checked="" type="checkbox"/> You have used the correct appointment sections
<input checked="" type="checkbox"/> Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
<input checked="" type="checkbox"/> The document has been signed, where indicated
<input checked="" type="checkbox"/> All relevant attachments have been included
<input checked="" type="checkbox"/> You have enclosed the Memorandum of Association
<input checked="" type="checkbox"/> You have enclosed the correct fee

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

 How to pay
A fee is payable on this form Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.gov.uk/companieshouse


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

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

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

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

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

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

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

THE COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
OFFA NO.1 PLC**

THE COMPANIES ACT 2006
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
OFFA NO.1 PLC

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

Name of subscriber

Authentication of subscriber

Offa No 1 Holdings Limited

A handwritten signature in black ink, consisting of a stylized 'S' or 'J' shape with a long horizontal stroke extending to the right.

for and on behalf of
Offa No 1 Holdings Limited

per pro SFM Directors Limited
as Director

Date 5 February 2016

THE COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OFFA NO.1 PLC

CONTENTS

	Page
Preliminary	1
Share Capital	2
Directors	3
Alternate Directors	4
Directors' Interests	5
Decision-making by Members – General Meetings	8
Secretary	10
Administrative Arrangements	10
Winding Up	11
Directors' Indemnity	11

THE COMPANIES ACT 2006
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
OFFA NO.1 PLC
(adopted on incorporation)

PRELIMINARY

1. Application of standard regulations

- (a) The Model Articles for Public Companies Limited by Shares contained in Schedule 3 of the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the **Model Articles**) shall apply to the company except in so far as they are excluded or varied hereby
- (b) Model Articles 14, 16, 21, 28, 41, 43, 81, 85 and 86 shall not apply to the company

2. Interpretation

- (a) In these articles, unless the context requires otherwise
 - (i) **Act** means the Companies Act 2006, as in force from time to time,
 - (ii) **affiliate** means a subsidiary or a holding company of the Company or any other subsidiary of that holding company,
 - (iii) **alternate** or **alternate director** has the meaning given in article 15,
 - (iv) **articles** means the company's articles of association, as from time to time amended,
 - (v) **company** means Offa No 1 PLC,
 - (vi) **eligible director** means a director who is entitled to vote on the relevant matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the relevant matter,
 - (vii) **holding company** is to be construed in accordance with section 1159 of the Act,
 - (viii) **relevant situation** has the meaning given in article 18,
 - (ix) **subsidiary** is to be construed in accordance with section 1159, of the Act, and
 - (x) **Statutes** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act,
- (b) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations

- (c) Headings to these articles are inserted for convenience and shall not affect construction
- (d) Model Article 1 shall be amended accordingly

3. Liability of members

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

4. Unrestricted objects

Nothing in these articles shall constitute a restriction on the objects of the company to do (or omit to do) any act and, in accordance with section 31(1) of the Act, the company's objects are unrestricted

SHARE CAPITAL

5. Rights attached to shares

Subject to the Statutes and to the rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide

6. Allotment of shares

- (a) Subject to the Statutes, these articles and any resolution of the company, the directors may offer, allot, grant options over or otherwise deal with or dispose of any shares to such persons, at such time and generally on such terms as the directors may decide
- (b) The directors are generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all the powers of the company to allot shares up to a maximum nominal amount of £50,000
- (c) The authority contained in paragraph (b) above shall expire on the day five years after the date of the incorporation of the company but the company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires

7. Disapplication of pre-emption rights

In respect of any allotment of shares pursuant to the authority contained in Article 6(b) above, section 561 of the Act (which regulates the power to allot equity securities, as defined in section 560 of the Act) is excluded

8. Power to issue redeemable shares

Subject to the Statutes, any share may be issued on terms that it is to be redeemed or is 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

DIRECTORS

9. Number of directors and general requirements

- (a) The directors (other than alternative directors) shall not be less than two in number
- (b) At least one director of the company shall be an independent director. An **independent director** is a director who, except in his capacity as a director of the company, is not (and shall not have been at any time during the preceding five years)
 - (i) a direct or indirect legal or beneficial owner of the company or any of its affiliates (excluding *de minimus* ownership interests),
 - (ii) a creditor, supplier, employee, officer, director, family member, manager, or contractor of the company or its affiliates, or
 - (iii) a person who controls (whether directly, indirectly or otherwise) the company or its affiliates or any creditor, supplier, employee, officer, director, manager, or contractor of the company or its affiliates

In each case "affiliates" shall not include reference to the immediate holding company of the company

- (c) A director need not be a member of the company
- (d) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age

10. Methods of appointing and removing directors

- (a) Subject to these articles, the company may by ordinary resolution elect any person who is willing to act to be a director, either to fill a vacancy or as an additional director. Every resolution of a general meeting for the election of a director shall relate to one named person and a single resolution for the election of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it
- (b) The company may by special resolution, or by ordinary resolution of which special notice has been given in accordance with the Statutes, remove any director before his period of office has expired notwithstanding anything in these articles or in any agreement between him and the company
- (c) In addition to the circumstances set out in Model Article 22, the office of a director shall be vacated if he is removed from that office in accordance with this article

11. No retirement by rotation

The directors shall not be subject to retirement by rotation. Model Article 21 shall not apply

12. Quorum for directors' meetings

- (a) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- (b) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but subject to paragraphs (c) and (d) below, it must never be less than two eligible directors, and unless otherwise fixed it is two eligible directors
- (c) For the purpose of any directors' meeting (or part of a meeting) held in accordance with article 18 to authorise a director's conflict of interest, if only one eligible director is in office, the quorum is one eligible director
- (d) At any meeting of the directors to consider and resolve upon the commencement of insolvency proceedings in respect to the company (including, without limitation, a resolution for the voluntary winding-up of the company), in so far as it does not the conflict with the directors' statutory obligations, a quorum shall not be present unless an independent director is present and entitled to vote at such meeting
- (e) If the total number of directors for the time being in office is less than the quorum required, the director or directors in office must not take any decision other than a decision
 - (i) to appoint further directors, or
 - (ii) to call a general meeting so as to enable the members to appoint further directors
- (f) Model Article 10 shall be amended accordingly

13. Chairing of directors' meetings

Model Article 12(5) shall apply as if the word "may" is substituted for the word "must"

14. Directors' written resolutions

Model Article 18 shall apply as if the word "signed" included "approved by letter, facsimile, telegram, telex or any other means of electronic communication"

ALTERNATE DIRECTORS

15. Appointment and removal of alternate directors

- (a) Any director (the **appointor**) may appoint another director, any director of the holding company of the company or any other person who is willing to act as that his **alternate** to
 - (i) exercise that director's powers, and
 - (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor. The appointment as an alternate director of any person who is not himself a director (of either the company or the holding company of the company) shall be subject to the approval of a majority of the directors
- (b) Any person appointed as an alternate director shall vacate his office as alternate director if the director by whom he has been appointed vacates his office as director or removes him by notice to the company or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office

- (c) Every appointment or removal of an alternate director shall be made by notice and shall be effective (subject to paragraph (a) above) on receipt by the secretary of the company of the notice

- (d) Model Articles 25 to 27 (inclusive) shall not apply

16. Rights and responsibilities of alternate directors

- (a) An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting these articles shall apply as if he were a director
- (b) Every person acting as an alternate director shall (except as regards the power to appoint an alternate and remuneration) be subject in all respect to these articles relating to directors and shall alone be responsible to the company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the company to the same extent as if he were a director but shall not be entitled to receive from the company any fee in his capacity as an alternate director. Model Article 24 shall be amended by inserting in the first line the words ", alternate directors and the company secretary" after the word "directors"
- (c) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present

DIRECTORS' INTERESTS

17. Directors' interests in relation to transactions or arrangements with the company

The relevant provisions of the Companies Act (including, without limitation, sections 177 and 182 of the Companies Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the company

18. Directors' interests other than in relation to transactions or arrangements with the company

- (a) If a situation (a **relevant situation**) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the company
 - (i) if the relevant situation arises from the appointment or proposed appointment of a person as a director of the company, the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the director and the relevant situation on such terms as they may determine,

- (ii) if the relevant situation arises in circumstances other than in paragraph (i) above, the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine
- (b) Any reference in paragraph (a) above to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (c) Any terms determined by the directors under paragraphs (a)(i) or (a)(ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by the directors and may include (without limitation)
 - (i) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
 - (ii) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and
 - (iii) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the company for any confidential information of the company in relation to the relevant situation
- (d) Any authorisation given under paragraphs (a)(i) or (a)(ii) above may be withdrawn by the directors by giving notice to the director concerned
- (e) An interested director must act in accordance with any terms determined by the directors under paragraphs (a)(i) or (a)(ii) above
- (f) Except as specified in paragraph (a) above, any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles
- (g) Any authorisation of a relevant situation given by the directors under paragraph (a) above may provide that, where the interested director obtains (other than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose it to the company or to use it in relation to the company's affairs in circumstances where to do so would amount to a breach of that confidence

19. Declaration of interests other than in relation to transactions or arrangements with the company

A director shall declare the nature and extent of his interest in a relevant situation within article 18(a)(i) or 18(a)(ii) to the other directors

20. Declaration of interests in a proposed transaction or arrangement with the company

If a director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, he must declare the nature and extent of that interest to the other directors

21. Declaration of interest in an existing transaction or arrangement with the company

Where a director is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the company, he must declare the nature and extent of his interest to the other directors, unless the interest has already been declared under article 20 above

22. Provisions applicable to declarations of interest

- (a) The declaration of interest must (in the case of article 21) and may, but need not (in the case of article 19 or 20) be made
 - (i) at a meeting of the directors, or
 - (ii) by notice to the directors in accordance with
 - (A) section 184 of the Act (notice in writing), or
 - (B) section 185 of the Act (general notice)
- (b) If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made
- (c) Any declaration of interest required by article 19 above must be made as soon as is reasonably practicable
- (d) Any declaration of interest required by article 20 above must be made before the Company enters into the transaction or arrangement
- (e) Any declaration of interest required by article 21 above must be made as soon as is reasonably practicable
- (f) A declaration in relation to an interest of which the director is not aware, or where the director is not aware of the transaction or arrangement in question, is not required. For this purpose, a director is treated as being aware of matters of which he ought reasonably to be aware
- (g) A director need not declare an interest
 - (i) if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - (ii) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware), or
 - (iii) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors

23. Directors' interests generally and voting

- (a) Subject to the Act and to the relevant director declaring his interest in accordance with these articles, such director (notwithstanding his office)

- (i) may be a party to, or otherwise interested or participate in, any transaction or arrangement with the company or in which the company is otherwise interested, including any such pensions, other benefits, transactions or arrangements
 - (ii) may act by himself or his firm in a professional capacity for the company (except as auditor) and he or his firm shall be entitled to remuneration as if he were not a director,
 - (iii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and
 - (iv) shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the company for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 18 or any interest permitted under paragraphs (a)(i) or (a)(ii) of that article, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having an interest authorised under article 18 or permitted under paragraphs (a)(i) or (a)(ii)
- (b) Subject to articles 17 and 18, a director shall be entitled to vote on any decision concerning any matter in which he has, directly or indirectly, an interest or a duty
 - (c) In the case of an alternate director, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has
 - (d) Subject to the Act, the company may, by ordinary resolution, suspend or relax the provisions of this article to any extent or ratify any contract, transaction or arrangement not duly authorised by reason of a contravention of this article
 - (e) Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not otherwise precluded from voting) each of the directors concerned shall be entitled to vote (and to form part of the quorum) in respect of each proposal except that concerning his own appointment
 - (f) Subject to paragraph (g) below, if a question arises at a meeting of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting and 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
 - (g) 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 and quorum purposes

DECISION-MAKING BY MEMBERS – GENERAL MEETINGS

24. Quorum for general meetings

- (a) No business shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business

- (b) One qualifying person entitled to vote shall be a quorum For the purposes of this article, a qualifying person means
 - (i) an individual who is a member of the company,
 - (ii) a person authorised to act as the representative of a corporation in relation to the meeting, or
 - (iii) a person appointed as proxy of a member in relation to the meeting

25. Members can call general meeting if not enough directors

If the company has fewer than two directors and the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so, then one or more members may call a general meeting (or instruct the company secretary to do so) for the purpose of appointing one or more directors

26. Attendance and speaking at general meetings

- (a) Model Article 29(1) shall be amended by the insertion of the words "(including by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods)" after the word "communicate"
- (b) Model Article 29 shall be amended by the insertion of a new sub-article (6) stating that "If all the persons 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 "

27. Chairing general meetings

Model Article 31(2) shall be amended by the insertion of the words "(including a proxy or a corporate representative)" after the word "member"

28. Voting: general

- (a) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman shall direct) whether the member votes in favour of or against the resolution or abstains Model Article 34 shall be amended accordingly
- (b) A vote given by a proxy or by a representative of a corporation shall be valid notwithstanding that he has not voted in accordance with any instructions given by the member by whom he is appointed The company shall not be obliged to check whether any proxy or representative of a corporation has in fact voted in accordance with such member's instructions

29. Voting rights

- (a) Subject to these articles, the provisions of the Act shall apply in relation to voting rights
- (b) Voting rights shall attach equally to partly paid shares
- (c) A proxy appointed by a member of the company may vote on a show of hands as well as on a poll On a vote on a resolution on a show of hands at a general meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has

one vote (unless appointed by more than one member and instructed or holding sufficient discretion to vote both for and against it)

30. Content of proxy notices

Model Article 38(1)(d) shall be amended by the insertion of the words "(or adjourned meeting)" after the word "meeting"

SECRETARY

31. Methods of appointing and removing the secretary

The secretary shall be appointed by the directors for such term, at such remuneration and on such conditions as they think fit, and the directors may remove from office any person so appointed

ADMINISTRATIVE ARRANGEMENTS

32. When a communication is deemed received

- (a) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post
- (b) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left
- (c) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the company
- (d) If the company receives a delivery failure notification following a communication by electronic means in accordance with paragraph (c) above, the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the member either personally or by post addressed to the shareholder at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (c)
- (e) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received
 - (i) when the material was first made available on the website, or
 - (ii) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website
- (f) A member present, either in person or by proxy, at any meeting of the company or class of members of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened

- (g) Every person who becomes entitled to a share shall be bound by every notice (other than a notice in accordance with section 793 of the Act) in respect of that share which before his name is entered in the register was given to the person from whom he derives his title to the share

33. Company seals

- (a) The company may exercise the powers conferred by the Act with regard to having official seals and those powers shall be vested in the directors
- (b) Any seal may only be used with the authority of the directors, which authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or any other means of electronic communication or telephone by a majority of the directors or by the members of a duly authorised committee
- (c) Subject to the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, and affixed in such manner as the directors may from time to time determine
- (d) Unless otherwise decided by the directors
 - (i) certificates for shares, debentures or other securities of the company to which a seal is applied need not be signed, and
 - (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors
- (e) Certificates for shares, debentures or other securities of the company need not be sealed with the seal but may be signed on behalf of the company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose Model Article 47 shall be amended accordingly

WINDING UP

34. Powers to distribute *in specie*

If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members *in specie* the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with like sanction determines, but no member shall be compelled to accept any assets upon which there is liability

DIRECTORS' INDEMNITY

35. Indemnity

- (a) Subject to the provisions of and to the extent permitted by the Statutes, the company may indemnify any director or other officer (excluding an auditor) of the company out of the assets of the company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office

- (b) The company may fund the expenditure of a relevant director of the company for the purposes permitted under the Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Act
- (c) No relevant director of the company shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- (d) The powers given by this article shall not limit any general powers of the company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- (e) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law
- (f) In this article a **relevant director** means any director or former director of the company