



FILE COPY

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

Company Number **10024476**

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

BENACRE (HOLDING) LIMITED

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

Given at Companies House on **24th February 2016**



N10024476B



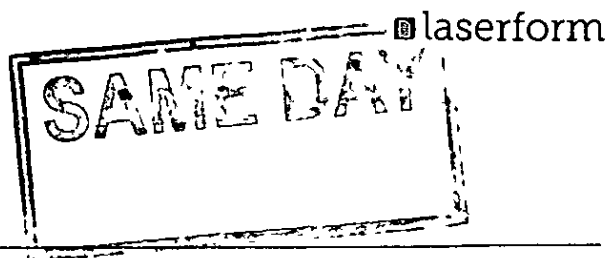
Companies House



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

IN01

Application to register a company



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

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

✗ **What this form is for**
You cannot use this form to register a
limited liability partnership. If you want to
register this, please use form IN02.

WEDNESDAY



A05 *A51G04DL* 24/02/2016 #278
COMPANIES HOUSE

ase
se

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

BENACRE (HOLDING) LIMITED

For official use

1 0 0 2 4 4 7 6

→ 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 THE ESTATE & FARMS OFFICE

Street HALL FARM

BENACRE

Post town BECCLES

County/Region SUFFOLK

Postcode N R 3 4 7 L J

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

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Registration number

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 *	LADY
Full forename(s)	SUSAN BARBARA CHRISTIE
Surname	GOOCH
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth* ④	X X m ₁ m ₁ y ₁ y ₉ y ₃ y ₈
Business occupation (if any) ⑤	LANDOWNER

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	THE COMPANY'S REGISTERED OFFICE
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

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)	LUCINDA
Surname	HUTSON
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth* ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> 0 <input type="text"/> 7 <input type="text"/> 1 <input type="text"/> 9 <input type="text"/> 7 <input type="text"/> 0
Business occupation (if any) ⑤	LANDOWNER

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	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

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

Registered or principal address

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

E2

Location of the registry of the corporate body or firm

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

→ Yes Complete Section E3 only

→ No Complete Section E4 only

E3

EEA companies ②

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

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

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

Total number of shares	1
Total aggregate nominal value ④	

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

① Including both the nominal value and any share premium

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

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

② Total number of issued shares in this class

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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

ONE VOTE PER SHARE RIGHT TO PARTICIPATE IN
DISTRIBUTION BY WAY OF DIVIDEND OR OF CAPITAL,
INCLUDING ON A WINDING UP NO RIGHTS OF 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>

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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 LUCINDA HUTSON	ORDINARY	1	£	1.00	0.00	1.00
Address THE ESTATE & FARMS OFFICE HALL FARM, BENACRE BECCLES, SUFFOLK NR34 7LJ						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 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**

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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  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

12

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

Company name

FORSTERS LLP

Address

31 HILL STREET

Post town

LONDON

County/Region

Postcode

W 1 J 5 L S

Country

DX

82988 MAYFAIR

Telephone

02078638333



Certificate

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

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section 12)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

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

IN01 - continuation page

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)	VICTORIA
Surname	VERE NICOLL
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth ④	<div>X</div> <div>X</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y4</div>
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.

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	THE COMPANY'S REGISTERED OFFICE
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 - continuation page

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)	HUGH MURRAY CHARLES
Surname	COGHILL
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth ④	X X m1 m2 y1 y9 y5 y0
Business occupation (if any) ⑤	CHARTERED SURVEYOR

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.

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	THE COMPANY'S REGISTERED OFFICE
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.

COMPANY HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
BENACRE (HOLDING) LIMITED

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

Name of each subscriber

Authentication by each subscriber

LUCINDA HUTSON



Dated

24th May 2016

FORSTERS

BENACRE (HOLDING) LIMITED

a private limited liability company

Articles of Association

Adopted on incorporation of the Company



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ARTICLES OF ASSOCIATION

PART 1

INTERPRETATION AND LIABILITY

1 Definitions and interpretation

1 1 The articles of the Company shall consist of

- (a) the articles in this document, and
- (b) the Model Articles

1 2 In these articles

A Director means a director appointed in accordance with the instructions of the holder of the A Share in accordance with article 11 1,

Act means the Companies Act 2006,

Appropriate proportion has the meaning given in article 19 5,

A Share means an ordinary share of £2 00 in the capital of the Company designated as an A share,

Chairman has the meaning given in article 7 and article 12 of the Model Articles,

Chairman of the meeting has the meaning given in article 23 4,

Excess Securities has the meaning given in article 18 6(b),

Model Articles means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) as amended prior to the date of adoption of these articles,

Non-Voting Ordinary Shares means the ordinary shares of £1 00 each in the capital of the Company designated as non-voting ordinary shares,

Ordinary Shares means the ordinary shares of £1 00 each in the capital

	of the Company,
Prescribed price	has the meaning given in article 19 5,
Retiring member	has the meaning given in article 19 3,
Seal	means the common seal of the Company (if any),
Secretary	means any person appointed to perform the duties of the secretary of the Company,
Share	means a share in the capital of the Company and "shares" shall be construed accordingly,
Transfer date	has the meaning given in article 19 5,
Transfer notice	has the meaning given in article 19 3, and
Voting Shares	means the A Share and the Ordinary Shares

- 1 3 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these articles but excluding any statutory modification of them not in force on the date when these articles become binding on the Company

2 **Adoption of the Model Articles**

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these articles or are inconsistent with these articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation
- 2 2 Articles 9(3), 11(2), 12(1) and (4), 14, 15, 17(1), 19(2), 22, 27, 38, 39, 41(1) and (5), 44(2) and (4), 49(1) and 52(1) of the Model Articles shall not apply to the Company

3 **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

4 Proceedings of directors

The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit

5. Calling a directors' meeting

Notice of a directors' meeting must be given to each director (save for any director for the time being absent from the United Kingdom), but need not be in writing

6 Quorum for directors' meetings

The quorum may be fixed from time to time by a decision of the directors, and unless otherwise fixed the quorum will be one director

7 Chairing of directors' meetings

7 1 The directors may appoint an A Director to chair their meetings

7 2 If the chairman is not participating in a directors' meeting within five (5) minutes of the time at which it was due to start, the participating directors must appoint another A Director who is participating to chair it and if no other A Director is participating, the participating directors must appoint any director who is participating to chair it

8 Conflicts of interest

8 1 A director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes, provided that he has given notice of such interest in accordance with the Act

8 2 For the purposes of this article 8, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

8 3 Subject to the Act a director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being

so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established

8 4 A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement other than his own appointment or the arrangement of the terms thereof

8 5 Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company

8 6 Subject to article 8 7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

8 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

9 Borrowing powers

The directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future), including any unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and whether or not the whole amount so borrowed or raised and outstanding at any one time exceeds the amount of the share capital of the Company for the time being issued or agreed to be issued

10 Contributions

The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance

11 Methods of appointing directors

11 1 The holder of the A Share shall be entitled to appoint up to three (3) directors and remove such directors by written notice to the Company. The appointment or removal takes effect on the date on which the notice is received by the Company or, if a later date is given in the notice, on that date. The holder of the A Share shall indemnify and keep indemnified the Company against any claim connected with an A Director's removal from office.

11 2 Notwithstanding article 11 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

(a) by ordinary resolution, or

(b) by a decision of the directors

11 3 The maximum number of directors shall be five (5)

11 4 No body corporate shall be a director of the Company and neither the Company nor any of the directors shall be party or privy to any arrangement whereby the policy of the Company is capable of being determined by persons other than the directors, members and debenture holders or trustees for debenture holders

12 Termination of directors' appointment

12 1 Article 18 of the Model Articles shall be read as if the following wording was added as paragraph (g) and (h)

"(g) notification is received by the Company from the holder of the A Share that an A Director is being removed from office in accordance with article 11 1, or

(h) he has for more than six (6) months been absent without permission of the directors from meetings of the directors held during that period "

12 2 Any act done in good faith by a director whose office is vacated under article 18 of the Model Articles or article 12 1 shall be valid unless, prior to the doing of such act written notice shall have been served upon the directors or an entry shall have been made in the minute book stating that such director has ceased to be a director of the Company

13 Directors' remuneration

Directors are entitled to such remuneration as the Company in general meeting may determine for their services to the Company as directors and for any other service which they undertake for the Company

14 Managing director

- 14 1 The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Such director's appointment shall be automatically determined if he ceases from any cause to be a director.
- 14 2 A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.
- 14 3 The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any such powers.

15 Secretary

- 15 1 A secretary may be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
- 15 2 No person shall be appointed or hold office as secretary who is
- (a) the sole director of the Company, or
 - (b) a corporation the sole director of which is the sole director of the Company.
- 15 3 A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

PART 3

SHARES AND DISTRIBUTIONS

16 Share capital

- 16 1 The authorised share capital of the Company at the date of adoption of these articles is £2 million divided into 1,136,943 Ordinary Shares, 863,055 Non-Voting Ordinary Shares and one A Share.
- 16 2 The Company has power from time to time to divide the shares in the original or any increased capital into several classes and, without prejudice to the rights attached to any

existing share, to issue shares with preferred, deferred or other special rights or with such restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by special resolution determine

16 3 The Company may by special resolution

- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
- (b) consolidate and divide its shares into shares of larger amount than its existing shares,
- (c) sub-divide its shares into shares of smaller amount than its existing shares,
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and
- (e) reduce its share capital in any way

16 4 Save for voting rights and the right to appoint directors in accordance with article 11 1, the A Share shall not carry any other rights, including the right to receive any dividend or return of capital

16 5 The Non-Voting Ordinary Shares shall confer on the holders of such shares all rights attaching from time to time to the Ordinary Shares including (but without limitation to) those rights relating to dividends and returns of capital but shall not confer any right to attend or to speak and vote on any matter for which the approval of members is sought, whether at any general meeting of the Company or otherwise

17 Powers to issue different classes of share

17 1 The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company on such terms and in such manner as the Company before the issue of the shares may by special resolution determine

17 2 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) (including the rights attached to the A Share) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class

17 3 To every such separate general meeting the provisions of these articles relating to general meetings shall apply, but so that the necessary quorum shall be one person at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll

- 17 4 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith
- 18 **Issue of shares**
- 18 1 Save to the extent authorised by these articles, or authorised from time to time by an ordinary resolution of the shareholders, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the Company
- 18 2 The Company may exercise the powers of paying commissions conferred by section 553 of the Act, provided that the percentage rate or the amount of the commission paid or agreed to be paid shall be disclosed in writing and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of such price (as the case may be) Such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other The Company may also on any issue of shares pay such brokerage as may be lawful
- 18 3 Subject to the articles, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Act and generally, to exercise any power of the Company to offer or allot, grant rights to subscribe for or to convert any security into and/or otherwise deal in, or dispose of, any of the authorised but unissued shares in the Company as at the date of adoption of these articles to any person, at any time and subject to any terms and conditions as the directors think proper
- 18 4 The authority referred to in article 18 3
- (a) shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution, and
 - (b) may only be exercised for a period of five (5) years commencing on the date on which these articles are adopted, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)
- 18 5 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the Company

18 6 Unless otherwise agreed by special resolution, if the Company proposes to allot any equity securities, those equity securities shall not be allotted to any person unless the Company has first offered them to all shareholders on the date of the offer on the same terms, and at the same price, as those equity securities are being offered to other persons on a *pari passu* and *pro rata* basis to the number of shares held by those holders (as nearly as possible without involving fractions) The offer

(a) shall be in writing, shall be open for acceptance for a given period and shall give details of the number and subscription price of the relevant equity securities, and

(b) may stipulate that any shareholder who wishes to subscribe for a number of equity securities in excess of the proportion to which he is entitled shall, in his acceptance, state the number of excess equity securities ("**Excess Securities**") for which he wishes to subscribe

18 7 Any equity securities not accepted by shareholders pursuant to the offer made to them in accordance with article 18 6 shall be used for satisfying any requests for Excess Securities made pursuant to article 18 6 If there are insufficient Excess Securities to satisfy such requests, the Excess Securities shall be allotted to the applicants *pro rata* to the number of shares held by the applicants immediately before the offer was made to shareholders in accordance with article 18 6 (as nearly as possible without involving fractions or increasing the number of Excess Securities allotted to any shareholder beyond that applied for by him) After that allotment, any Excess Securities remaining shall be offered to any other person as the directors may determine, at the same price and on the same terms as the offer to the shareholders

18 8 Subject to articles 18 6 and 18 7 and to section 551 of the Act, any equity securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to any persons at those times and generally on the terms and conditions they think proper

18 9 The directors may, in like manner, dispose of any such equity securities, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the opinion of the directors be conveniently offered in the manner hereinbefore provided

19 **Share transfers**

19 1 No share may be transferred other than as provided in this article 19

19 2 A share may be transferred to an existing member of the Company as at the date of the transfer, by a member to his or her father or mother, or to any lineal descendant of his or her father or mother and any share of a deceased member may be transferred to any such

relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees or to the trustees of a settlement for the benefit of any lineal descendant of a member's grandfather or grandmother

- 19 3 No share shall be transferred under article 19 2 unless it is first offered to the holders of the shares of the same class at the prescribed price Any member desiring to sell a share (a "retiring member") shall give notice in writing (a "transfer notice") to the Company that he desires to transfer the same and shall state to whom he wishes to transfer the share if known (such person to fall within the class of persons detailed in article 19 2) Such a notice shall constitute the Company his agent for the sale of the share to any member of the Company at the prescribed price The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each No transfer notice shall be withdrawn without the director's sanction
- 19 4 In certifying the prescribed price the auditor for the time being of the Company shall be considered to be acting as an expert and not as an arbitrator
- 19 5 The "**prescribed price**" of a share means the sum which the auditors for the time being of the Company shall certify to be the appropriate proportion of the value on the date on which the holder became bound to sell and transfer the same under the foregoing provisions of this article (the "**transfer date**") of that part of the net assets which would have been distributable among the holders of the issued shares of the class of which the share forms part if the net assets had been distributed on the transfer date among the members according to their respective rights in a winding up The "**appropriate proportion**" means the same proportion as the amount paid up on the share bears to the total amount paid up as at the transfer date on all the shares of the class of which it forms part For the purpose of arriving at the value of the net assets at the transfer date, the auditors may obtain and act on such valuations as they think necessary, and may adopt such estimate as they think proper of the profits earned by the Company
- 19 6 The directors shall offer any share comprised in a transfer notice at the prescribed price to the existing members of the Company who are the registered holders of the same class of shares as that comprised in the transfer notice, and if within twenty-eight (28) days after the transfer notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven (7) days
- 19 7 If within twenty-eight (28) days after the transfer notice has been given the directors shall not find a purchasing member amongst the same class of shareholders as that of the class of share comprised in the transfer notice the directors shall offer any share comprised in the transfer notice at the prescribed price to any registered holder of shares in the Company and if within fifty-six (56) days after the transfer notice has been given a purchasing member is found from amongst any of the registered holders of shares in the Company such purchasing member shall be bound to complete the purchase within seven (7) days

19 8 Notice of the finding of a purchasing member under either articles 19 6 or 19 7 shall be given to the retiring member, who shall be bound on payment of the prescribed price to transfer the share to the purchasing member. If a retiring member fails to complete the transfer the directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money.

19 9 If within fifty-six (56) days after the transfer notice has been given the directors shall not find a purchasing member for the share and give notice accordingly, of if through no fault of the retiring member the purchase is not duly completed, the retiring member may at any time within six (6) months after the transfer notice was given but subject to section 771 of the Act sell such share to such person as was notified to the Company under article 19 3 (if any) and if no person was so notified to any person provided that they fall within the class of persons detailed in article 19 2 on terms no more favourable than were offered to the existing members of the Company.

20 Transmission of shares

20 1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which has been jointly held by him with other persons.

20 2 Subject to the articles a transmittee who produces such evidence of entitlement to shares as the directors may properly require

(a) may choose either to become the holder of those shares (provided that such transmittee is one of the persons referred to in article 19 2) or to have them transferred to another person who falls within the class of persons detailed in article 19 2, and

(b) pending any transfer of the shares to another person, has the same rights as the holder had.

20 3 A transmittee shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share but 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. Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety (90) days the directors may thereafter withhold payment of all dividends, bonuses or

other moneys payable in respect of the share until the requirements of the notice have been complied with

21 Procedure for declaring dividends

The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose of which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide

PART 4

DECISION-MAKING BY SHAREHOLDERS

22 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. Save as otherwise provided in these articles or the Act, the holder of the A Share and the holder of an Ordinary Share both present in person shall be a quorum

23 Chairing general meetings

23 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

23 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen (15) minutes of the time at which a meeting was due to start the directors present shall elect an A Director to be chairman of the meeting

23 3 If at any meeting no A Director is willing to act as chairman or if no A Director is present within fifteen (15) minutes of the time at which the meeting was due to start, the holders of Voting Shares present must appoint the holder of the A Share to chair the meeting

23 4 The person chairing a meeting in accordance with this article is referred to as the "**chairman of the meeting**"

24 Adjournment

24 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. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the holders of Voting Shares present shall be a quorum.

- 24.2 If the continuation of an adjourned meeting is to take place thirty (30) days or more after it was adjourned, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25 Voting

- 25.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares and further subject to article 25.2 on a show of hands every holder of Voting Shares present in person or by proxy shall have one vote and upon a poll every holder of Voting Shares present in person or by proxy shall have one vote for every share (subject as hereinafter provided) held by him.

- 25.2 Whether on a show of hands or on a poll, the A Share shall carry such voting rights as equal 49.8859862836731 per cent of the total voting rights in the Company.

- 25.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

- 25.4 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy.

26 Poll votes

- 26.1 A poll may be demanded by the chairman of the meeting or any holder of Voting Shares present in person or by proxy.

- 26.2 Except as provided in article 26.3, polls must be taken in such manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 26.3 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26 4 On a poll votes may be given either personally or by proxy

27 Delivery of proxy notices

27 1 A proxy need not be a member of the Company

27 2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, forty-eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid

27 3 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

PART 5

ADMINISTRATIVE ARRANGEMENTS

28 Company seals

Any common seal may only be used by the authority of the directors or of a committee of the directors authorised by the directors in that regard

29 Indemnity

Subject to article 52(2) of the Model Articles, a relevant director, managing director, agent, secretary and other officer (other than any auditor) of the Company or an associated Company may be indemnified out of the Company's assets against

- (a) any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
- (b) any liability incurred by that person in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), and/or

- (c) any other liability incurred by that director as an officer of the Company or an associated Company, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court

30 **Winding up**

Subject to article 16 4, if the Company shall be wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such 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 such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability