



**FILE COPY**

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

Company Number **10456554**

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

**ROOST FINANCE HOLDINGS 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 **1st November 2016**



**\*N10456554H\***



**Companies House**



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

# IN01

## Application to register a company



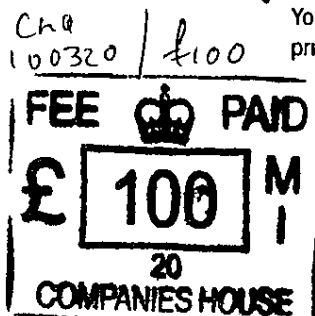
Companies House

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. Do  
not use this form if any individual person  
with significant control is applying  
or has applied for protection from  
having their details disclosed on the  
public register. Contact enquiries at  
companieshouse.gov.uk to get a  
separate form

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



TUESDAY



\*L5IV7103\*

LD1 01/11/2016 #31  
COMPANIES HOUSE

### Part 1 Company details

<b>A1</b>	<b>Company name</b>	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals  All fields are mandatory unless specified or indicated by *
	Check if a company name is available by using our name availability search <a href="http://www.companieshouse.gov.uk/info">www.companieshouse.gov.uk/info</a>	
	Please show the proposed company name below	
Proposed company name in full ①	Roost Finance Holdings Limited	<b>① Duplicate names</b> 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 at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
For official use	10456554	

<b>A2</b>	<b>Company name restrictions ②</b>	<b>② Company name restrictions</b> A list of sensitive or restricted words or expressions that require consent can be found in our guidance at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
	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	
	<input type="checkbox"/> 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	

<b>A3</b>	<b>Exemption from name ending with 'Limited' or 'Cyfyngedig' ③</b>	<b>③ Name ending exemption</b> 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 <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
	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	
	<input type="checkbox"/> 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	

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## Application to register a company

**A4**

### Company type<sup>1</sup>

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

#### <sup>1</sup> Company type

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities <sup>2</sup>

Classification code 1	6	4	2	0	9
Classification code 2	7	4	9	9	0
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description


#### <sup>2</sup> Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A6**

### Situation of registered office<sup>3</sup>

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

#### <sup>3</sup> 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

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**A7****Registered office address ①**

	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		

**① Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

**A8****Articles of association ②**

	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 <b>one</b> box <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <b>one</b> box <input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company									
Option 3	<input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application									

**②** For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

**A9****Restricted company articles ③**

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

☐
**③ Restricted company articles**

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

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**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.

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Application to register a company

**Corporate secretary**

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	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

<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>
	Is the corporate secretary registered within the European Economic Area (EEA)?
	→ Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>

<b>C3</b>	<b>EEA companies ②</b>
	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 EEA**  
A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

<b>C4</b>	<b>Non-EEA companies</b>
	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

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	Ms	
Full forename(s)	Claudia	
Surname	Wallace	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> 0 <input type="text"/> 2 <input type="text"/> 1 <input type="text"/> 9 <input type="text"/> 7 <input type="text"/> 4	
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

<b>D2</b>	<b>Director's service address ⑥</b>	
	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

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Application to register a company

**Director**

<b>D1 Director appointments <sup>1</sup></b>	
Please use this section to list all the director appointments taken on formation <b>For a corporate director, complete Sections E1-E4</b>	
Title*	
Full forename(s)	
Surname	
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	
Nationality	
Month/year of birth <sup>4</sup>	<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) <sup>5</sup>	

**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.

<b>D2 Director's service address <sup>6</sup></b>	
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.



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Application to register a company

## Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b>		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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.
	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		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)?		
	→ Yes Complete <b>Section E3 only</b>		
	→ No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies ②</b>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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		
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> 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.
	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			

# IN01 - continuation page

## Application to register a company

### Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b>		<b>① Registered or principal address</b> 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.
	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			
Postcode	E C 3 A 6 A P		
Country	United Kingdom		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies ②</b>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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		
<b>E4</b>	<b>Non-EEA companies</b>		
	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			
	<b>④ Non-EEA</b> 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.		

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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****Statement of capital**

Complete the table(s) below to show the share capital

**Complete a separate table for each currency (if appropriate)** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

**Continuation pages**

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	---	------------------	---	--

**Currency table A**

Sterling	Ordinary	1	£1 00	
<b>Totals</b>		1	£1 00	£0 00

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
<b>Totals (including continuation pages)</b>	1	£1 00	£0 00

❶ Please list total aggregate values in different currencies separately  
For example £100 + €100 + \$10 etc

# IN01

Application to register a company

**F2**

## 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 **Section F1**

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

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## Application to register a company

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

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## Application to register a company

**F3**

### 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name SFM Corporate Services Limited	Ordinary	1	Sterling	1 00	0 00	1 00
Address 35 Great St Helen's London EC3A 6AP						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to Part 5 People with significant control (PSC)**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

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member  
(if applicable) ④**Subscriber's details**

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Class of member  
(if applicable) ④

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

### ❶ Name

Please use capital letters

### ❷ Address

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

### ❸ Amount guaranteed

Any valid currency is permitted

### ❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

### Continuation pages

Please use a 'Subscribers' continuation page if necessary



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## Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to Part 6 Election to keep information on the public register

H1

### Statement of initial significant control<sup>1</sup>

- ☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

**<sup>1</sup> Statement of initial significant control**  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

### Statement of no PSC

(Please tick the statement below if appropriate )

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

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Application to register a company

## Individual PSC

<b>H3</b>	<b>Individual's details</b>	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	
Title*		<b>❶ Country/State of residence</b> This is in respect of the usual residential address as stated in section H6 <b>❷ Month and year of birth</b> Please provide month and year only
Full forename(s)		
Surname		
Country/State of residence <b>❶</b>		
Nationality		
Month/year of birth <b>❷</b>	X X   m m   y y   y y	

<b>H4</b>	<b>Individual's service address <b>❶</b></b>	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	
Building name/number		<b>❶ Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  If you provide the individual's residential address here it will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

# IN01

## Application to register a company

**H7**

### Nature of control for an individual<sup>①</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply

**H8**

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply

# IN01

## Application to register a company

H9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply

IN01

Application to register a company

## Relevant legal entity (RLE)

<b>I1</b>	<b>RLE details<sup>①</sup></b>	
Corporate or firm name	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 Registered or principal office address**  
This is the address that will appear on the public record

<b>I2</b>	<b>Legal form and governing law</b>	
	Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register	
Legal form	Limited Company	
Governing law	English law	
If applicable, register in which RLE is entered <sup>①</sup>	Companies House	
Country/State <sup>①</sup>	United Kingdom	
Registration number <sup>①</sup>	3920255	

**① Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

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**Nature of control for the RLE <sup>①</sup>**

Please indicate how the RLE has significant control over the company

**① Tick each that apply****Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

**Ownership of right to appoint/remove directors**

- ☒ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

**Nature of control by a firm over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

**① Tick each that apply**

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

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**Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

**①** Tick each that apply

IN01

Application to register a company

**Other registrable person (ORP)**

**J1**

**ORP details**

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**J2**

**Principal office address ①**

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**

This is the address that will appear on the public record

**J3**

**Legal form and governing law**

Legal form

Governing law



# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① Tick each that apply

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

### Nature of control by a firm over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

# IN01

## Application to register a company

J6

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply

IN01

Application to register a company

## Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act.

### K1 Election to keep secretaries' register information on the public register <sup>①</sup>

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary

### K2 Election to keep directors' register information on the public register

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

### K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

### K4 Election to keep members' register information on the public register

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

### K5 Election to keep PSC register information on the public register

**IMPORTANT**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

**④ Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

## Part 7 Consent to act

### L1 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 8 Statement about individual PSC particulars

### M1 Particulars of an individual PSC <sup>①</sup>

Please tick the box to confirm

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

<sup>①</sup> Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

## Part 9 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 N1 (Statement of compliance delivered by the subscribers)  
→ Yes Go to Section N2 (Statement of compliance delivered by an agent)

### N1 Statement of compliance delivered by the subscribers <sup>②</sup>

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

SFM Corporate Services Limited X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **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

N2

**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 **Jamie Long**

Company name **Allen & Overy LLP**

Address **One Bishops Square**

Post town **London**

County/Region

Postcode **E 1 6 A P**

Country **United Kingdom**

DX

Telephone **+44 (0)20 3088 0000**



### Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A7)
- ☐ At the agent's address (Given in Section N2)



### 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



### 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](http://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 or 790ZF exemption**  
If you are applying for, or have been granted a section 243 or 790ZF 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

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**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF  
ROOST FINANCE HOLDINGS LIMITED**

**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ROOST FINANCE HOLDINGS 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

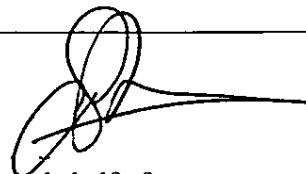
---

*Name of subscriber*

*Authentication by each subscriber*

---

SFM Corporate Services Limited

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

for and on behalf of  
SFM Corporate Services Limited

Date 01 November 2016



**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF  
ROOST FINANCE HOLDINGS LIMITED**

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**THE COMPANIES ACT 2006**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ROOST FINANCE HOLDINGS LIMITED**  
*(adopted on incorporation)*

**PRELIMINARY**

1. The Model Articles for Private Companies Limited by Shares contained in Schedule 1 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
2. Model Articles 13, 14, 22 and 26(5) do not apply to the Company

**INTERPRETATION AND LIMITATION OF LIABILITY**

3. **Defined terms**

- (1) In the articles, unless the context requires otherwise

**alternate** or **alternate director** has the meaning given in article 18,

**articles** means the company's articles of association, as from time to time amended,

**Companies Act** means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

**company** means Roost Finance Holdings Limited,

**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, and

**relevant situation** has the meaning given in article 12

- (2) 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
- (3) Headings to the articles are inserted for convenience only and shall not affect construction
- (4) Model Article 1 shall be amended accordingly

**4. Liability of members**

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

**UNRESTRICTED OBJECTS**

5. 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 Companies Act, the company's objects are unrestricted

**DIRECTORS**

**6A Proceedings of Directors**

- (1) At least one director shall be an individual
- (2) Each director shall be a resident in the United Kingdom for United Kingdom tax purposes
- (3) Directors' meetings shall be held in the United Kingdom

**6. Directors' duties**

- (1) The purpose of the company
  - (a) may, if and to the extent that the directors consider it appropriate, and
  - (b) shall, if directed by the holders of the majority of the ordinary shares of the company by notice in writing to the company,

include promoting the success of the group as a whole or of any one or more members of the group (and in this context **group** means the company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

- (2) In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the company from providing information regarding the company to a holding company of the company but a director who is also a director of any holding company of the company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

**7. Unanimous decisions**

Model Article 8 shall be amended by the deletion of paragraph (3) and the re-numbering of existing paragraph (4) as new paragraph (3)

**8. Participation in directors' meetings**

Model Article 10(3) shall be amended by inserting after the first sentence, the sentence "In the absence of such a decision, the meeting is deemed to take place at the location from where the chairman participates "

**9. Quorum for directors' meetings**

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

- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but subject to paragraph (3), it must never be less than two eligible directors, and unless otherwise fixed it is two eligible directors
- (3) For the purpose of any directors' meeting (or part of a meeting) held in accordance with article 12 to authorise a director's conflict of interest, if only one eligible director is in office, the quorum is one eligible director
- (4) 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
  - (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors
- (5) Model Article 11 shall be amended accordingly

**10. Chairing of directors' meetings**

Model Article 12(4) shall apply as if the word "may" is substituted for the word "must"

## **DIRECTORS' INTERESTS**

**11. 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

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

- (1) 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
  - (a) if the relevant situation arises from the appointment or proposed appointment of a person as a director of the company
    - (i) 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), or
    - (ii) the shareholders (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the ordinary shares of the company),

may resolve to authorise the appointment of the director and the relevant situation on such terms as they may determine,
  - (b) if the relevant situation arises in circumstances other than in paragraph (a)

- (i) 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), or
  - (ii) the shareholders (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the ordinary shares of the company),

may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine
- (2) Any reference in paragraph (1) to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (3) Any terms determined by the directors or the shareholders under paragraphs (1)(a) or (1)(b) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the shareholders and may include (without limitation)
  - (a) 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,
  - (b) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and
  - (c) (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
- (4) Any authorisation given under paragraphs (1)(a) or (1)(b) may be withdrawn by either the directors or the shareholders by giving notice to the director concerned
- (5) An interested director must act in accordance with any terms determined by the directors or the shareholders under paragraphs (1)(a) or (1)(b)
- (6) Except as specified in paragraph (1), 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
- (7) Any authorisation of a relevant situation given by the directors or the shareholders under paragraph (1) 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
- (8)
  - (a) If the directors make an authorisation under paragraph (1), impose or vary the terms of an authorisation under paragraph (3), or withdraw an authorisation under paragraph (4), they shall, as soon as reasonably practicable, notify the shareholders of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
  - (b) If the shareholders make an authorisation under paragraph (1), impose or vary the terms of an authorisation under paragraph (3), or withdraw an authorisation under paragraph (4), they shall, as soon as reasonably practicable, notify the directors of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms

- (9) (a) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within paragraph (1)(a) or (1)(b) to the other directors and the shareholders

Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest

- (b) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made

### **13. Directors' interests generally and voting**

- (1) Subject to the Companies Act and to articles 11 and 12, a director notwithstanding his office

- (a) 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 as are referred to in article 17
- (b) 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,
- (c) 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
- (d) 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 12 or any interest permitted under paragraphs (1)(a), (1)(b), or (1)(c), and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any director having an interest authorised under article 12 or permitted under paragraphs (1)(a), (1)(b), or (1)(c)

- (2) Subject to articles 11 and 12 and to any contrary direction from the holders of a majority of the ordinary shares in the company, 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

- (3) 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

- (4) Subject to the Companies Act, the company may, by ordinary resolution or by notice in writing given to the company by the holders of a majority of the ordinary shares of the company, 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

- (5) 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

- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting 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

- (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 and quorum purposes

#### **14. Appointment and termination of appointments of directors by majority shareholders**

The holders of the majority of the ordinary shares in the company may appoint any person as a director and may remove any director. Any appointment or removal shall be made by notice in writing to the company signed by the holders or on their behalf and shall take effect when it is lodged at the registered office or produced at any directors' meeting. Model Articles 17 and 18 shall be amended accordingly.

#### **15. Directors' services and remuneration**

- (1) Directors may undertake any services for the company that the directors decide and the company may enter into a contract of service with any director on such terms as the directors think fit
- (2) Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the company
- (3) Directors are entitled to such remuneration as the directors determine
  - (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company
- (4) Subject to the articles, a director's remuneration may take any form
- (5) Unless the directors decide otherwise, directors' remuneration accrues from day to day
- (6) Model Article 19 shall be amended accordingly

#### **16. Directors' expenses**

Model Article 20 shall be amended by inserting in the first line the words ", alternate directors and the company secretary (if any)" after the word "directors"

#### **17. Directors' pensions and other benefits**

The directors may exercise all the powers of the company to

- (a) pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the company or in the employment or service of the company or of any body corporate which is or was associated with the company or of the predecessors in business of the company or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the directors may procure the establishment and maintenance of, or participation in,



or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums,

- (b) establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of the company or of any associated body corporate, and to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted, and
- (c) support and subscribe to any institution or association which may be for the benefit of the company or associated body corporate or any directors or employees of the company or associated body corporate or their relatives or dependants or connected with any town or place where the company or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever

### **ALTERNATE DIRECTORS**

#### **18 Appointment and removal of alternates**

- (1) Any director (the **appointor**) may appoint as an **alternate** any other director, or any other person (but subject always to article 6A above) to
  - (a) exercise that director's powers, and
  - (b) carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors
- (3) The notice must
  - (a) identify the proposed alternate, and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

#### **19. Rights and responsibilities of alternate directors**

- (1) Subject to the articles, an alternate may act as an alternate director to more than one director and has the same rights, in relation to any decision of the directors as the alternate's appointor
- (2) Except as the articles specify otherwise, alternate directors
  - (a) are deemed for all purposes to be directors,
  - (b) are liable for their own acts and omissions,
  - (c) are subject to the same restrictions as their appointors, and
  - (d) are not deemed to be agents of or for their appointors,

and, in particular, each alternate director shall be entitled to receive notice of all directors' meetings and of all committee meetings of directors of which his appointor is a member

- (3) Subject to the articles, a person who is an alternate director but not a director
- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating), and
  - (b) may otherwise participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision and is not participating)

No alternate may be counted as more than one director for such purposes

- (4) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

**20. Alternates voting at directors' meetings**

Subject to the articles, a director who is also an alternate director has an additional vote at a directors' meeting on behalf of each appointor who is

- (a) not participating in the directors' meeting, and
- (b) would have been an eligible director if he were participating in it

No alternate may be counted as more than one director for the purpose of determining whether a quorum is present

**21. Termination of alternate directorship**

An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor,
- (d) when the alternate's appointor's appointment as a director terminates, or
- (e) where the directors otherwise decide

**COMPANY NAME**

**22. Directors' power to change company name**

The directors may change the name of the company

## **SHARES AND DISTRIBUTIONS – SHARES**

### **23. Powers to allot shares**

- (1) In accordance with section 550 of the Companies Act, the directors may exercise any power of the company to allot shares in the company or to grant rights to subscribe for or convert any security into shares in the company with such rights and restrictions as they may determine
- (2) Subject to the articles, but without prejudice to paragraph (1) or to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution
- (3) Sections 561 and 562 of the Companies Act are excluded
- (4) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares
- (5) In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the articles

### **24. Share certificates**

Model Article 24(5)(a) shall be amended by the insertion of the following words "(or official seal and in the case of an official seal, unless otherwise determined by the directors, the certificate does not need to be signed)" after the words "common seal"

### **25. Share transfers**

Model Article 26 shall be amended by the deletion of the existing paragraph (5) and the insertion in its place of the following new paragraph (5)

- "(5) The directors may refuse to register the transfer of a share unless
- (a) it is lodged at the registered office or at such place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer,
  - (b) it is in respect of one class of shares only, and
  - (c) it is in favour of not more than four transferees "

### **26. Transferees bound by prior notices**

If a notice is given to a shareholder in respect of shares and a transferee (or a transferee nominated by such transferee pursuant to Model Article 28) is entitled to those shares, the transferee (or transferee) is bound by the notice if it was given to the shareholder before the transferee's (or transferee's) name has been entered in the register of members. Model Article 29 shall be amended accordingly

## **DECISION-MAKING BY SHAREHOLDERS – ORGANISATION OF GENERAL MEETINGS**

### **27. Notice of general meeting**

A shareholder present either in person or by proxy, at any general meeting 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

### **28. Chairing general meetings**

Model Article 39(2) shall be amended by the insertion of the following words "(including a proxy or a corporate representative)" after the word "shareholder"

### **29. Content of proxy notices**

Model Article 45(1)(d) shall be amended by the insertion of the words "(or adjourned meeting) " after the word "meeting "

## **ADMINISTRATIVE ARRANGEMENTS**

### **30. When a communication from the company is deemed received**

- (1) 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
- (2) 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
- (3) 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
- (4) If the company receives a delivery failure notification following a communication by electronic means in accordance with paragraph (3), the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the shareholder 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 (3)
- (5) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received
  - (a) when the material was first made available on the website, or
  - (b) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website

- (6) Every person who becomes entitled to a share shall be bound by every notice in respect of that share which before his name is entered in the register of members was given to the person from whom he derives his title to the share

**31 Notices in writing given to the company by majority shareholders**

Any notice in writing given to the company by the holders of a majority of the ordinary shares of the company shall take effect when it is lodged at the registered office or produced to any directors' meeting

**32. Company seals**

Model Article 49 shall be amended by the insertion of the following words at the end of paragraph (1) "or of a committee of the directors" and the insertion of the following new paragraph (5).

- "(5) The company may exercise the powers conferred by the Companies Act with regard to having official seals and those powers shall be vested in the directors Subject to the Companies 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 "

## **WINDING UP**

**33. Winding up**

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 Companies Act, divide among the shareholders *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 shareholders or different classes of shareholders 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 shareholders as he with like sanction determines, but no shareholder shall be compelled to accept any assets upon which there is liability

## **DIRECTORS' INDEMNITY**

**34. Indemnity**

- (1) Subject to paragraph (2), a relevant director of the company or of an associated company may be indemnified out of the company's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act),
  - (c) any other liability incurred by that director as an officer of the company or an associated company
- (2) The company may fund the expenditure of a relevant director of the company or of any associated company for the purposes permitted under the Companies Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Companies Act

- (3) No relevant director of the company or of any associated company shall be accountable to the company or the shareholders 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
- (4) 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
- (5) 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
- (6) In this article
  - (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (b) a **relevant director** means any director or former director of the company or of an associated company
- (7) Model Article 52 shall be amended accordingly