



**FILE COPY**

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

Company Number **10611905**

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

**PROGENYCO 02 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 **9th February 2017**



**\*N10611905A\***



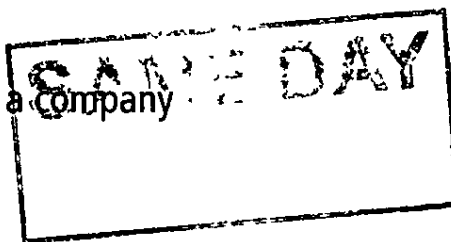
**Companies House**



**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 LLP1.  
You cannot use this form if an  
individual with significant control  
over the company has applied for  
having their details entered in the  
public register. Companies must  
use the companieshouse.gov.uk  
separate form.

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



A06 09/02/2017 #3  
COMPANIES HOUSE

## Part 1 Company details

|                                    |  |  |
|------------------------------------|--|--|
| <b>A1</b>                          | <b>Company name</b>  | <b>→ Filling in this form</b><br>Please complete in typescript or in<br>bold black capitals.<br><br>All fields are mandatory unless<br>specified or indicated by *   |
|                                    | Check if a company name is available by using our name availability search<br><a href="http://www.companieshouse.gov.uk/info">www.companieshouse.gov.uk/info</a> |  |
|                                    | Please show the proposed company name below  |  |
| Proposed company<br>name in full ① | ProgenyCo 02 Limited   | <b>① Duplicate names</b><br>Duplicate names are not permitted.<br>A list of registered names can<br>be found on our website. There<br>are various rules that may affect<br>your choice of name. More<br>information on this is available in<br>our guidance at<br><a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> |
| For official use                   | 10611905   |  |

|           |   |  |
|-----------|---|--|
| <b>A2</b> | <b>Company name restrictions ②</b>  | <b>② Company name restrictions</b><br>A list of sensitive or restricted<br>words or expressions that require<br>consent can be found in our<br>guidance at<br><a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> |
|           | Please tick the box only if the proposed company name contains sensitive<br>or restricted words or expressions that require you to seek comments of a<br>government department or other specified body  |  |
|           | <input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted<br>words or expressions and that approval, where appropriate, has been<br>sought of a government department or other specified body and I attach a<br>copy of their response |  |

|           |  |   |
|-----------|--|---|
| <b>A3</b> | <b>Exemption from name ending with 'Limited' or 'Cyfyngedig' ③</b>   | <b>③ Name ending exemption</b><br>Only private companies that are<br>limited by guarantee and meet other<br>specific requirements or private<br>companies that are charities are<br>eligible to apply for this. For more<br>details, please go to our website<br><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<br>have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative   |   |
|           | <input type="checkbox"/> I confirm that the above proposed company meets the conditions for<br>exemption from the requirement to have a name ending with 'Limited',<br>'Cyfyngedig' or permitted alternative |   |

IN01

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

① 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 | 9 | 9 | 9 | 9 | 9 |
| Classification code 2 |   |   |   |   |   |
| 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

|  |
|--|
|  |
|  |
|  |
|  |
|  |

② 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>①</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

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

# IN01

## Application to register a company

### A7 Registered office address ①

|                      |   |
|----------------------|---|
|                      | Please give the registered office address of your company |
| Building name/number | Progeny House   |
| Street               | 46 Park Place   |
| Post town            | Leeds   |
| County/Region        | West Yorkshire  |
| Postcode             | L S 1 2 R Y   |

**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<br><input type="checkbox"/> Private limited by shares<br><input type="checkbox"/> Private limited by guarantee<br><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<br><input checked="" type="checkbox"/> Private limited by shares<br><input type="checkbox"/> Private limited by guarantee<br><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<br><input type="checkbox"/> |
|--|

**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)

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

|   |  |  |
|---|--|--|
| <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                           |  | <b>① Additional appointments</b><br>If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page<br><br><b>Registered or principal address</b><br>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 |
| Building name/number                                  |  |  |
| Street  |  |  |
| Post town   |  |  |
| County/Region   |  |  |
| Postcode  |  |  |
| Country   |  |  |
| <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                |  | <b>② EEA</b><br>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><br><br><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)  |
| Registration number                                   |  |  |
| <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              |  | <b>④ Non-EEA</b><br>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   |
| Governing law   |  |  |
| If applicable, where the company/firm is registered ④ |  |  |
| Registration number                                   |  |  |

IN01

Application to register a company

**Director**

|   |  |  |
|---|--|--|
| <b>D1</b>                                 | <b>Director appointments <sup>①</sup></b>  |  |
|   | Please use this section to list all the director appointments taken on formation<br><b>For a corporate director, complete Sections E1-E4</b> |  |
| Title*                                    | Mr   |  |
| Full forename(s)                          | Alistair Michael   |  |
| Surname                                   | Scott-Somers   |  |
| Former name(s) <sup>②</sup>               |  |  |
| Country/State of residence <sup>③</sup>   | United Kingdom   |  |
| Nationality                               | British  |  |
| Month/year of birth <sup>④</sup>          | <div>X X</div> <div>0 2</div> <div>1 9</div> <div>7 2</div>  |  |
| Business occupation (if any) <sup>⑤</sup> | 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 <sup>⑥</sup></b>   |  |
|                      | Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> . |  |
| 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 <sup>Ⓢ</sup>**

|   |  |
|---|--|
| Please use this section to list all the director appointments taken on formation<br>For a corporate director, complete Sections E1-E4 |  |
| Title*  |  |
| Full forename(s)  |  |
| Surname   |  |
| Former name(s) <sup>Ⓢ</sup>   |  |
| Country/State of residence <sup>Ⓢ</sup>   |  |
| Nationality   |  |
| Month/year of birth <sup>Ⓢ</sup>  | <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div> |
| Business occupation (if any) <sup>Ⓢ</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

**D2 Director's service address <sup>Ⓢ</sup>**

|   |  |
|---|--|
| 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  | <div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div> |
| 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

|   |  |  |   |
|---|--|--|---|
| <b>E1</b>   | <b>Corporate director appointments ①</b>   |  | <p><b>① Additional appointments</b><br/>If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p><b>Registered or principal address</b><br/>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</p> |
|   | 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  | <div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>   |  |   |
| Country   |  |  |   |
| <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)?<br>→ Yes Complete <b>Section E3 only</b><br>→ No Complete <b>Section E4 only</b>   |  |   |
| <b>E3</b>   | <b>EEA companies ②</b>   |  | <p><b>② EEA</b><br/>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></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>   |
|   | 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                                   |  |  |   |
| <b>E4</b>   | <b>Non-EEA companies</b>   |  | <p><b>④ Non-EEA</b><br/>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</p>  |
|   | 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

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

**Currency table A**

|               |            |   |   |   |
|---------------|------------|---|---|---|
| £             | A Ordinary | 1 | 1 |   |
|               |            |   |   |   |
|               |            |   |   |   |
| <b>Totals</b> |            | 1 | 1 | 0 |

**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                               | 0                               |

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 <b>Section F1</b> |   |
| Class of share              | A Ordinary  |   |
| Prescribed particulars<br>① | Each share has full rights in the company with respect to voting, dividends and distributions   | <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><br/>Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p> |

# IN01

## Application to register a company

|                             |  |   |
|-----------------------------|--|---|
| Class of share              |  |   |
| Prescribed particulars<br>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> |

# IN01

## 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<br><b>Alistair Michael Scott-Somers</b>  | <b>A Ordinary</b> | <b>1</b>         | <b>£</b> | <b>1</b>                    | <b>0</b>   | <b>1</b>  |
| Address<br><b>5 Wharfe Bank Terrace,<br/>Tadcaster, North<br/>Yorkshire, LS24 9BA</b> |                   |                  |          |                             |  |   |
|   |                   |                  |          |                             |  |   |
| 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 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 |  |

# IN01

## Application to register a company

### 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 |  |

### 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 |  |

#### 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.

IN01

Application to register a company

## 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

**① 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



IN01

Application to register a company

## Individual PSC

|  |                             |  |  |
|--|-----------------------------|--|--|
| <b>H3</b>  | <b>Individual's details</b> |  | <b>① Country/State of residence</b><br>This is in respect of the usual residential address as stated in section H6<br><br><b>② Month and year of birth</b><br>Please provide month and year only |
| 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*   | Mr                          |  |  |
| Full forename(s)   | Alistair Michael            |  |  |
| Surname  | Scott-Somers                |  |  |
| Country/State of residence <sup>①</sup>  | United Kingdom              |  |  |
| Nationality  | British                     |  |  |
| Month/year of birth <sup>②</sup>   | X X    0 2    1 9    7 2    |  |  |

|   |   |  |   |
|---|---|--|---|
| <b>H4</b>   | <b>Individual's service address<sup>①</sup></b> |  | <b>① Service address</b><br>This is the address that will appear on the public record. This does not have to be the individual's usual residential address.<br><br>If you provide the individual's residential address here it will appear on the public record |
| Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6 |   |  |   |
| Building name/number  | The Company's Registered Office                 |  |   |
| 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

① Tick each that apply

IN01

## Application to register a company

## Individual PSC

| H3 Individual's details  |  |
|--|--|
| 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*   |  |
| Full forename(s)   |  |
| Surname  |  |
| Country/State of residence <sup>①</sup>  |  |
| Nationality  |  |
| Month/year of birth <sup>②</sup>   | <div>X X</div> <div><div>m</div><div>m</div></div> <div><div>y</div><div>y</div><div>y</div><div>y</div></div> |

**① Country/State of residence**  
This is in respect of the usual residential address as stated in section H6

**② Month and year of birth**  
Please provide month and year only

| H4 Individual's service address <sup>①</sup>  |  |
|---|--|
| Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6 |  |
| Building name/number  |  |
| Street  |  |
|   |  |
| Post town   |  |
| County/Region   |  |
| Postcode  |  |
| Country   |  |

**① Service address**  
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.

# 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

<sup>1</sup> Tick each that apply

H8

### Nature of control by a firm over which the individual has significant control<sup>2</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

<sup>2</sup> 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

**① Tick each that apply**

IN01

Application to register a company

## Relevant legal entity (RLE)

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

|  |                                     |  |
|--|-------------------------------------|--|
| <b>I2</b>  | <b>Legal form and governing law</b> | <b>① Registration number</b><br>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 |
| Please give details of the legal form of the RLE and the law by which it is governed<br>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   |                                     |  |
| Governing law  |                                     |  |
| If applicable, register in which RLE is entered <sup>①</sup>   |                                     |  |
| Country/State <sup>①</sup>   |                                     |  |
| Registration number <sup>①</sup>   |                                     |  |

# IN01

## Application to register a company

13

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

Please indicate how the RLE has significant control over the company

#### 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

① Tick each that apply

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

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



15

**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)**

|                      |   |  |
|----------------------|---|--|
| <b>J1</b>            | <b>ORP details</b>  |  |
|                      | An 'other registrable person' is <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul> |  |
| Name of ORP          | <div></div> <div></div>   |  |
| <b>J2</b>            | <b>Principal office address ①</b>   |  |
| Building name/number | <div></div>   | <b>① Principal office address</b><br>This is the address that will appear on the public record |
| Street               | <div></div> <div></div>   |  |
| Post town            | <div></div>   |  |
| County/Region        | <div></div>   |  |
| Postcode             | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>   |  |
| Country              | <div></div>   |  |
| <b>J3</b>            | <b>Legal form and governing law</b>   |  |
| Legal form           | <div></div> <div></div>   |  |
| Governing law        | <div></div>   |  |

# 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

**① 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

<sup>④</sup> **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

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 Tobias Adkins, Progeny Corporate Law

Building name/number Progeny House

Street 46 Park Place

Post town Leeds

County/Region West Yorkshire

Postcode L S 1 2 R Y

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 **Tobias Adkins**

Company name **Progeny Corporate Law**

Address **Progeny House**

**46 Park Place**

Post town **Leeds**

County/Region **West Yorkshire**

Postcode **L S 1 2 R Y**

Country **United Kingdom**

DX

Telephone **0113 323 7282**

**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 A7)  
☐ At the agents 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)

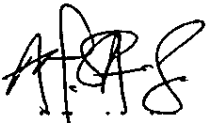
**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**



**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**PROGENYCO 02 LIMITED**

The 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

Date *8 February* 2017

| Name of subscriber            | Signature of subscriber  |
|-------------------------------|--|
| Alistair Michael Scott-Somers | <br>Alistair Michael Scott-Somers |

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**PROGENYCO 02 LIMITED**

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**ARTICLES OF ASSOCIATION  
ADOPTED ON INCORPORATION**

**progenycorporatelaw**

Progeny House  
46 Park Place  
Leeds  
LS1 2RY

Tel +44 (0)113 467 0778

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## CONTENTS

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|    |   |   |   |   |    |    |
|----|---|---|---|---|----|----|
| 1  | Exclusion   | . |   |   |    | 1  |
| 2  | Interpretation                                      | . | . | . |    | 1  |
| 3  | Model Articles                                      | . | . | . |    | 3  |
| 4  | Number of Directors                                 | . | . | . |    | 3  |
| 5  | Appointment of Directors                            | . | . | . | .  | 4  |
| 6  | Quorum for Directors' Meetings                      | . | . | . | .. | 4  |
| 7  | Unanimous Decisions                                 | . | . | . | .. | 4  |
| 8  | Casting Vote  | . | . | . |    | 4  |
| 9  | Records of Decisions to be Kept                     | . | . | . |    | 4  |
| 10 | Transactions or Other Arrangements with the Company | . | . | . |    | 4  |
| 11 | Directors' Conflicts of Interest                    | . | . | . |    | 5  |
| 12 | Appointment and Removal of Alternate Directors      | . | . | . |    | 8  |
| 13 | Rights and Responsibilities of Alternate Directors  | . | . | . |    | 9  |
| 14 | Termination of Alternate Directorship               | . | . | . | .. | 10 |
| 15 | Company Secretary                                   | . | . | . | .. | 10 |
| 16 | Share Capital                                       | . | . | . | .. | 10 |
| 17 | Issue of Shares                                     | . | . | . | .  | 10 |
| 18 | Purchase of Own Shares                              | . | . | . | .. | 10 |
| 19 | Poll Votes  | . | . | . |    | 11 |
| 20 | Proxies   | . | . | . | .  | 11 |
| 21 | Means of Communication to be Used                   | . | . | . | .  | 11 |
| 22 | Data Protection                                     | . | . | . | .  | 12 |
| 23 | Indemnity   | . | . | . | .  | 13 |
| 24 | Insurance   | . | . | . | .. | 14 |

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**PROGENYCO 02 LIMITED**  
**ADOPTED ON INCORPORATION**

**INTRODUCTION**

**1 Exclusion**

Except as otherwise provided in these Articles, no regulations set out in any statute or statutory instrument made under any statutes concerning companies and which prescribe regulations as articles of association shall apply to the Company. The following shall be the Company's articles of association.

**2 Interpretation**

2.1 The following definitions and rules of interpretation apply in these Articles:

|                          |   |
|--------------------------|---|
| <b>A Shares</b>          | means the A ordinary shares of £1.00 each in the capital of the Company   |
| <b>Act</b>               | means the Companies Act 2006  |
| <b>appointor</b>         | has the meaning given in article 12   |
| <b>Articles</b>          | means the company's articles of association for the time being in force   |
| <b>Business Day:</b>     | means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business,  |
| <b>Company</b>           | means ProgenyCo 02 Limited  |
| <b>Conflict</b>          | has the meaning given in article 11.1   |
| <b>eligible director</b> | means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter)                               |
| <b>Model Articles</b>    | means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles |
| <b>Relevant Group</b>    | means   |

- a) the Company,
- b) each (if any) body corporate which is for the time being a subsidiary of the Company,
- c) each (if any) body corporate of which the Company is for the time being a subsidiary (**Parent**), and
- d) each (if any) body corporate (not falling within any preceding paragraph of this definition) which is for the time being a subsidiary of the Parent

## 2 2 In these Articles

2 2 1 any gender includes any other gender,

2 2 2 the singular includes the plural and vice versa, and

2 2 3 references to persons includes bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case whether or not having a separate legal personality)

2 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

2 4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

2 5 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise

2 6 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as it is amended, extended or re-enacted from time to time

2 7 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision

2 8 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

2 9 Where the context permits, **other and otherwise** are illustrative and shall not limit the sense of the words preceding them

### **3 Model Articles**

- 3 1 The Model Articles are incorporated into these Articles and shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles
- 3 2 Articles 8, 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 44(2), 49, 52 and 53 of the Model Articles shall not apply to the Company
- 3 3 Article 7 of the Model Articles shall be amended by
  - 3 3 1 the insertion of the words "for the time being" at the end of article 7(2)(a); and
  - 3 3 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"
- 3 4 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur"
- 3 5 In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity"
- 3 6 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 10," after the word "But"
- 3 7 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2) of the Model Articles," after the words "the transmittee's name"
- 3 8 Articles 31(1)(a) to (c) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide" Article 31(d) of the Model Articles shall be amended by the deletion of the words "either" and "or by such other means as the directors decide"

## **DIRECTORS**

### **4 Number of Directors**

- 4 1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum
- 4 2 If and so long as there is a sole director of the Company, he may exercise all the powers and authorities vested in the directors by these Articles or the Model Articles and article 11 of the Model Articles shall be amended accordingly.

## **5 Appointment of Directors**

In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

## **6 Quorum for Directors' Meetings**

6 1 Subject to article 4 2 above and article 6 2 below, the quorum for the transaction of business at a meeting of directors is any two eligible directors

6 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

## **7 Unanimous Decisions**

7 1 References in this article to "eligible directors" are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors meeting

7 2 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

7 3 Such a decision may take the form of a resolution in writing, one or more copies of which have been signed by each eligible director, or to which each eligible director has otherwise indicated agreement in writing

7 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

## **8 Casting Vote**

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote

## **9 Records of Decisions to be Kept**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

## **10 Transactions or Other Arrangements with the Company**

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the

requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

- 10 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- 10 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
- 10 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
- 10 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 10 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 10 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

## **11 Directors' Conflicts of Interest**

- 11 1 The directors may, in accordance with the requirements set out in this article 11, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (**Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)
- 11 2 Any authorisation under this article 11 will be effective only if
  - 11 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
  - 11 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director, and



11 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted

11 3 Any authorisation of a Conflict under this article 11 may (whether at the time of giving the authorisation or subsequently)

11 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised, and/or

11 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict, and/or

11 3 3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict, and/or

11 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit, and/or

11 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise 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 that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and/or

11 3 6 provide that the Interested Director may (but shall be under no obligation to)

- a) absent himself from discussions (whether at meetings of the directors or otherwise) relating to the Conflict,
- b) be excused from reviewing documents and information prepared by or for the directors to the extent that they relate to the Conflict, and
- c) absent himself from voting (or counting in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict, and/or

11 3 7 provide, without limitation, that the Interested Director

- a) is required to be excluded from discussions (whether at meetings of directors or otherwise) relating to the Conflict,
- b) is excluded from receipt of any documents or other information relating to the Conflict; and
- c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict

11 4 Where the directors authorise a Conflict

11 4 1 the Interested Director will be obliged to conduct himself in accordance with any terms, limits and conditions imposed by the directors in relation to the Conflict (**Conditions**), and

11 4 2 provided that the Interested Director acts in accordance with any such Conditions, that director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act

11 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation

11 6 Subject to article 11 7, authorisation is given by the members of the Company on the terms of these Articles to each director in respect of any Conflict that exists as at the date of adoption of these Articles or that subsequently arises because (in either case) the director is or becomes a shareholder, investor or other participant in, lender to, guarantor, director, officer, manager or employee of, or otherwise in any other way interested or concerned in any member of the Relevant Group (**Group Authorisation**) Any Conditions applicable to a Group Authorisation are determined by this article 11 6 so that the director concerned

11 6 1 is not obliged to disclose to the Company information that is confidential to a third party obtained by him (other than in his capacity as a director of the Company or as its employee or agent or, if the directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) in any situation to which the Group Authorisation applies, not to use any such information directly or indirectly for the benefit of the Company or in performing his duties as a director of the Company, in circumstances where to do so would amount to a breach of a duty of confidence owed to that third party, and

11 6 2 may (but shall be under no obligation to)

a) absent himself from the discussions of, and/or the making of decisions, and

b) make arrangements not to receive documents and information

relating to the Conflict concerned,

and the Company will not treat anything done (or omitted to be done) by the director concerned in accordance with the Conditions set out in this article 11 6 as a breach by him of his duties under section 171 to 177 of the Act

11 7 A Group Authorisation given or deemed to be given under article 11 6, may be revoked, varied or reduced in its scope or effect by special resolution

- 11 8 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with
- 11 8 1 a Conflict which has been authorised by the directors in accordance with article 11 1, or by these Articles in accordance with article 11 6, or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds,
- 11 8 2 being interested in any contract, arrangement, transaction or proposal with the Company or in which the Company is otherwise interested,
- 11 8 3 holding any other office or place of profit under the Company, except that of auditor, in conjunction with the office of director and acting by himself or through his firm in a professional capacity for the Company (and being entitled to remuneration as the directors may arrange, either in addition to or in lieu of any remuneration provided for by any other article), and
- 11 8 4 being a director or other officer of, or employed by, or a party to any contract, arrangement, transaction or proposal with or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested or as regards which the Company has powers of appointment
- 11 9 The Company will not treat the receipt by a director of any profit, remuneration or other benefit referred to in article 11 8 as a breach of duty under section 176 of the Act No such contract, arrangement, transaction or proposal shall be avoided on the grounds of any such interest, profit, remuneration or other benefit

## **12 Appointment and Removal of Alternate Directors**

- 12 1 Any director (other than an alternate director) (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to
- 12 1 1 exercise that director's powers, and
- 12 1 2 carry out that director's responsibilities,
- in relation to the taking of decisions by the directors, in the absence of the alternate's appointor
- 12 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
- 12 3 The notice must

12 3 1 identify the proposed alternate, and

12 3 2 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

### **13 Rights and Responsibilities of Alternate Directors**

13 1 An alternate director may act as 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.

13 2 Except as the Articles specify otherwise, alternate directors

13 2 1 are deemed for all purposes to be directors,

13 2 2 are liable for their own acts and omissions,

13 2 3 are subject to the same restrictions as their appointors, and

13 2 4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

13 3 A person who is an alternate director but not a director

13 3 1 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),

13 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate)

13 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

13 5 A person (who is not himself a director) who acts as an alternate director for more than one director shall have a separate vote for each director for whom he acts as alternate, but shall not count as more than one director for the purposes of determining whether a quorum is present

13 6 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be 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

#### **14 Termination of Alternate Directorship**

An alternate director's appointment as an alternate terminates

- 14 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- 14 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director, or
- 14 3 if the appointor ceases for any reason to be a director

#### **15 Company Secretary**

The directors may (but are not required to) appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

### **SHARES**

#### **16 Share Capital**

The share capital of the Company on incorporation consists of one A Share

#### **17 Issue of Shares**

- 17 1 Subject to the provisions of these Articles and the Act, any shares in the Company shall be at the disposal of the directors who may offer, allot, grant options over or otherwise deal with or dispose of them to such persons (including any director) on such terms and conditions and at such time or times as they think fit, but so that no shares shall be issued at a discount
- 17 2 By virtue of section 567(1) of the Act, sections 561 and 562 of the Act are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in section 560(1) of the Act)

#### **18 Purchase of Own Shares**

Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of

- 18 1 £15,000, and
- 18 2 the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company

## **DECISION MAKING BY SHAREHOLDERS**

### **19 Poll Votes**

- 19 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 19 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

### **20 Proxies**

- 20 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"
- 20 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

## **ADMINISTRATIVE ARRANGEMENTS**

### **21 Means of Communication to be Used**

- 21 1 Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked (in writing) to be sent or supplied with such notices or documents for the time being. A director may agree in writing with the Company that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than the time set out in article 21.2 below
- 21 2 Subject to article 21 3, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient
- 21 2 1 if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address, or
- 21 2 2 if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9 00 am on the second Business Day after posting, or
- 21 2 3 if sent by pre-paid airmail to an address outside the country from which it is sent, at 9 00 am on the fifth Business Day after posting, or

21 2 4 if sent by reputable international overnight courier to an address outside the country from which it is sent, on signature of a delivery receipt or at the time the notice, document or other information is left at the address, or

21 2 5 if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied, or

21 2 6 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website, and

21 2 7 if deemed receipt under the previous paragraphs of this article 21 2 would occur outside business hours (meaning 9 00 am to 5 30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9 00 am on the day when business next starts in the place of deemed receipt For the purposes of this article, all references to time are to local time in the place of deemed receipt

21 3 To prove service, it is sufficient to prove that

21 3 1 if delivered by hand or by reputable international overnight courier, the notice was delivered to the correct address, or

21 3.2 if sent by post or by airmail, the envelope containing the notice was properly addressed, paid for and posted, or

21 3 3 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient

21 4 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders of shares, may be agreed or specified by that one of the joint holders whose name appears first in the register of members of the Company

## 22 Data Protection

22 1 Each of the members and directors of the Company (from time to time) consent to the processing of their personal data by the Company, its members and directors (each a **Recipient**) for the purposes of due diligence exercises, compliance with applicable laws, regulations and procedures and the exchange of information amongst themselves A Recipient may process the personal data either electronically or manually The personal data which may be processed under this article 22 1 shall include any information which may have a bearing on the prudence or commercial merits of investing, or disposing or any shares in the Company

22 2 Other than as required by law, court order or other regulatory authority, that personal data may not be disclosed by a Recipient or any other person except to a member of the same group as that Recipient (**Recipient Group**) and to employees, directors and professional advisers of that Recipient Group and funds managed by any of the Recipient Group Each of the members and the directors of the Company (from time

to time) consent to the transfer of relevant personal data to persons acting on behalf of the Recipient and to the offices of any Recipient both within and outside the European Economic Area for the purposes stated above, where it is necessary or desirable to do so

## **23 Indemnity**

**23 1** Subject to article 23 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

**23 1 1** each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

- a) in the actual or purported execution and/or discharge of his duties, or in relation to them, and
- b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

**23 1 2** the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 23 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

**23 2** This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law

**23 3** In this article

**23 3 1** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

**23 3 2** a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any Company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).



## **24 Insurance**

**24 1** The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

**24 2** In this article

**24 2 1** a **relevant officer** means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),

**24 2 2** a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

**24 2 3** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate