In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01

Notice of a cross border merger involving a UK registered company

Companies House

THURSDAY
T7WC277M
TC1 03/01/2019 #57
COMPANIES HOUSE
A07 20/12/2018 #712
COMPANIES HOUSE

✓ What this form is for
You may use this form to give notice of a cross border merger between two or more limited companies (including a UK registered company).

✗ What this form is NOT for
You cannot use this form to gi notice of a cross border merge between companies outside t European Economic Area (EEA

Part 1 Company details

Company number of UK merging company	1 0 8 6 1 3 5 4
Company name in full of UK merging company	Photon Interactive UK Limited

→ Filling in this form
Please complete in typescript, or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging company (including UK companies). Please use a CB01 continuation page to enter the details of additional merging companies.

A1 Merging company details ❶

Full company name	Photon Interactive UK Limited
Registered number ❷	1 0 8 6 1 3 5 4
	Please enter the registered office address.
Building name/number	Devonshire House
Street	60 Goswell Road
Post town	London
County/Region	
Postcode	E C 1 M 7 A D
Country	United Kingdom
Legal form and law ❸	Private limited liability company incorporated in England and Wales
Member state and registry ❹	

❶ Merging Company details
Please use Section B1 to enter the details of the second merging company.

❷ Registered number
Please give the registered number as it appears in the member state registry.

❸ Legal entity and governing law
Please enter the legal form and law which applies to the company.

❹ Member state and registry
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

CB01

Notice of a cross border merger involving a UK registered company

B1 Merging company details ❶

Full company name	Photon N.V.
Registered number ❷	5 4 3 8 3 3 9 0
	Please enter the registered office address.
Building name/number	
Street	Kingsfordweg 103, 1043 GP
Post town	Amsterdam
County/Region	
Postcode	1 0 4 3 G P
Country	The Netherlands
Legal form and law ❸	a public limited liability company incorporated in the Netherlands
Member state and registry ❹	The Netherlands, KVK Netherlands, Chamber of Commerce
	De Ruijterkade 5, Amsterdam, The Netherlands

❶ Merging Company details
Please use a CB01 continuation page to enter the details of additional merging companies.

❷ Registered number
Please give the registered number as it appears in the member state registry.

❸ Legal entity and governing law
Please enter the legal form and law which applies to the company.

❹ Member state and registry
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

Part 3 Details of meetings ❺

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors).

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

❺ Details of meetings
For additional meetings held under regulation 11, please use a CB01 continuation page.

Part 4 Terms of merger and court orders

C1 Terms of merger

You must either:
- enclose a copy of the draft terms of merger;
  or,
- give details (below) of a website on which the draft terms are available.❶

Website address

❶ **Draft terms of merger on a website**
In order to be able to give notice of draft terms of merger on a website, the following conditions must be met:
- the website is maintained by or on behalf of the UK merging company;
- The website identifies the UK merging company;
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members.

C2 Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors.

Part 5 Signature

D1 Signature

I am signing this form on behalf of the UK merging company.

Signature

Signature

X X

This form may be signed by a director of the UK merging company on behalf of the Board.

CB01

Notice of a cross border merger involving a UK registered 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 CLIVE WESTON

Company name

Address 3 More Riverside

London

Post town

County/Region

Postcode S E 1 2 A Q

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number of the UK merging company match the information held on the public Register.
- ☐ You have completed the details of each merging company in Part 2.
- ☐ You have completed Part 3.
- ☐ You have completed Part 4 (if applicable).
- ☐ You have enclosed the relevant documents.
- ☐ You have signed the form in Part 5.

Important information

Please note that all information on this form will appear on the public record.

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.

Further information

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

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

THIS DOCUMENT COMPRISES THE COMMON DRAFT TERMS OF A PROPOSED CROSS-BORDER MERGER BETWEEN PHOTON N.V. AND PHOTON INTERACTIVE UK LIMITED FOR THE PURPOSES OF REGULATION 7 OF THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007 AND SECTION 312 IN CONJUNCTION WITH SECTION 333D OF BOOK 2 OF THE DUTCH CIVIL CODE

PHOTON INTERACTIVE UK LIMITED

and

PHOTON N.V.

DRAFT TERMS OF A PROPOSED CROSS-BORDER MERGER

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1 Definitions

1.1 The following definitions apply throughout this document unless the context requires otherwise:

Accounting Date	1 January 2019
ACPL	Amistad Capital Pte Limited, a company incorporated in Singapore, with company registration number 201134543D and whose registered office is at 22 Malacca Street, No.04-03 RB Capital Building, Singapore, 048980
Business	the business, including all assets and liabilities, of Photon N.V.
Codification Directive	Chapter II of Title II of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification)
Conditions	the conditions which must be satisfied in order for the Merger to become effective, as more particularly described in paragraphs 3.12 to 3.20
Consideration	has the meaning given to that expression in paragraph 3.3
Cross-Border Merger Directive	Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies
Directors' Explanatory Report	the report prepared by the directors of each of Photon N.V. and PI UK intended for the shareholder(s) of each such Merging Company explaining the legal and economic aspects of the Merger and explaining the implications of the Merger for the shareholder(s), creditors and employees of each such Merging Company, as provided for by Regulation 8 of the UK Regulations and section 313 of the Dutch Regulations
Dutch Regulations	Book 2 of the Dutch Civil Code
EEA	European Economic Area

Effective Date	the date specified in the Order as the date on which the consequences of the Merger, as set out in Regulation 17(1) of the UK Regulations and sections 309 and 311 of the Dutch Regulations (as more particularly set out in paragraph 3.21 of this document) are to have effect
English Court	the High Court of Justice of England and Wales
Merger	the proposed cross-border merger between the Merging Companies, under the relevant provisions of the UK Regulations and the Dutch Regulations, pursuant to which Photon N.V. shall, as the transferor company, transfer its assets and liabilities by universal succession to PI UK, as the transferee company, and be dissolved without going into liquidation
Merging Companies	Photon N.V. and PI UK
Normal Business Hours	any time between 9.00 am and 5.00 pm on any day other than a Saturday, Sunday or public holiday in the UK or the Netherlands (as the context requires)
Order	the order made by the English Court confirming completion of the Merger and the Effective Date in accordance with Regulation 16 of the UK Regulations
Photon N.V.	Photon N.V., a company incorporated in the Netherlands, having its seat in Amsterdam, the Netherlands, and whose registered office is at Kingsfordweg 103, 1043GP, Amsterdam, the Netherlands, registered with the trade register under number 54383390, the transferor company
Photon N.V. A Shares	88,060,000 ordinary shares of €0.30 each, comprising the entire issued share capital of Photon N V. as at the date of this report
Photon N.V. Meeting	the meeting of the Photon N V. Shareholder to be held on or about 21 February 2019 at which a resolution will be proposed to approve the Merger
Photon N.V. Shareholder	ACPL, which at the time of the Photon N.V. Meeting will be the sole holder of the Photon N.V. A Shares

PI UK	Photon Interactive UK Limited, a company incorporated in England and Wales, with company registration number 10861354 and whose registered office is at Devonshire House, 60 Goswell Road, London, United Kingdom, EC1M 7AD, the transferee company
PI UK Articles	the articles of association of PI UK
PI UK Ordinary Shares	2,000,000 ordinary shares with a nominal value of £0.005 each, comprising the entire issued share capital of PI UK as at the date of this document
PI UK Shareholder	ACPL, which at the time of the Photon N.V. Meeting will be the holder of the PI UK Ordinary Shares
subsidiary	a subsidiary (as defined in section 1159 of the UK CA) or a subsidiary undertaking (as defined in section 1162 of the UK CA)
transferee company	a company to which assets and liabilities of a transferor company are to be transferred by way of a cross-border merger
transferor company	a company whose assets and liabilities are to be transferred by way of a cross-border merger to a transferee company
UK	the United Kingdom of Great Britain and Northern Ireland
UK CA	the UK Companies Act 2006
UK Regulations	the UK Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974)
£	the lawful currency of the UK
€	the lawful currency of the European Union

1.2 Any terms that are defined in the UK Regulations or the Dutch Regulations shall have the same meaning when used in this document.

1.3 In this document, unless the context requires otherwise:

(a) words importing the singular shall include the plural and vice versa;

(b) words importing a gender shall include all genders;

(c) paragraph headings are included for convenience only and shall not affect the interpretation of this document;

(d) general words shall not be given a restrictive meaning by reason of the fact that they are followed by particular examples intended to be embraced by the general words; and

(e) references to time are to London time;

(f) references to any statute or statutory provision include:

(i) that statute or statutory provision as from time to time modified, re-enacted or consolidated whether before or after the date of this document;

(ii) any past statute or statutory provision (as from time to time modified, re-enacted or consolidated) which that statute or statutory provision has directly or indirectly replaced, and

(iii) any subordinate legislation made from time to time under that statute or statutory provision which is in force at the date of this document.

2 Introduction

2.1 It has been proposed by the boards of directors of the Merging Companies that a cross-border merger of the Merging Companies be effected pursuant to the UK Regulations and the Dutch Regulations, which implement the Cross-Border Merger Directive in the UK and the Netherlands respectively (which has been repealed and codified with effect from 20 July 2017 by the Codification Directive) and which set out a series of steps which must be undertaken in order to effect a cross-border merger. Further details of the terms of the Merger are set out in paragraph 3. Further details regarding Photon N.V. and PI UK are set out in paragraphs 4 and 5 respectively.

2.2 This document comprises the common draft terms of Merger, which have been drawn up and adopted by the boards of directors of the Merging Companies for the purposes of Regulation 7 of the UK Regulations and section 312 in conjunction with section 326 in conjunction with section 333d of the Dutch Regulations.

2.3 None of the Merging Companies has been dissolved, has been declared bankrupt or is under moratorium of payment or is involved in a similar procedure.

3 The Merger

Details of the Merger

3.1 The Merger is intended to be a merger by absorption for the purposes of the UK Regulations and the Dutch Regulations such that, subject to the satisfaction of the Conditions, Photon N.V., as the transferor company, will transfer its assets and liabilities by universal succession of title, to PI UK, as the transferee company, and Photon N.V. will cease to exist without going into liquidation.

Consideration

3.2 The sole shareholder of Photon N.V., following a pre-merger restructuring which is currently underway, will be ACPL.

3.3 In connection with the devolution of the share ownership of Photon N.V. under the terms of the Merger, ACPL will be entitled to receive consideration for the transfer of the assets and liabilities of Photon N.V. to PI UK on the basis of a share exchange ratio of 0.9379:1. Accordingly, PI UK will issue 82,590,631 additional ordinary shares with nominal value of £0.005 each in the capital of PI UK to ACPL, having the same rights and benefits as the existing PI UK Ordinary Shares (the **Consideration**). Pursuant to the exchange ratio for the shares no additional payment will be made.

(a) Photon N.V. is valued at £50,203,995;

(b) PI UK is valued at £1,215,731; and

(c) the Consideration is valued at £50,203,995.

The assets and liabilities of Photon N.V. which will be transferred to PI UK pursuant to the Merger have been valued as at 30 September 2018 at their net asset value and converted into sterling at the exchange rate prevailing at that date.

PI UK is valued at its net asset value of £1,215,731 as at 30 September 2018. The consideration for the transfer of assets and liabilities of Photon N.V. to PI UK will therefore comprise the issue by PI UK to ACPL of the Consideration. On the Effective Date, PI UK will issue the Consideration to ACPL.

3.4 There are no special rights or restrictions attached to the shares in the capital of PI UK and there are no measures proposed concerning any such special rights or restrictions. There are no securities in issue in PI UK, other than the 2,000,000 ordinary shares with nominal value of £0.005 each which will be held by ACPL, the sole shareholder.

3.5 ACPL will have the right to participate in any dividend or other distribution of profits paid in respect of the Consideration with effect from the time of issue of such Consideration to ACPL on the Effective Date.

3.6 There are no (holders of) shares without profit rights nor (holders of) shares without voting rights involved in the Merger. The provisions of section 330a of the Dutch Regulations will therefore not apply.

3.7 As a result of the Merger, the shares in Photon N.V. will be cancelled pursuant to section 325 paragraph 4 of the Dutch Regulations. With regard to PI UK, no shares will be redeemed.

Legal grounds for the Common Draft Terms of Merger

3.8 This document has been drawn up in accordance with the UK Regulations and the Dutch Regulations, which implement the Cross-Border Merger Directive in the UK and the Netherlands respectively (which has been repealed and codified with effect from 20 July 2017 by the Codification Directive). The Codification Directive facilitates mergers of companies incorporated in different European Union or EEA member states and enables the proposed Merger to be implemented so as to be fully effective under the laws of the UK and the Netherlands.

3.9 Under the UK Regulations and the Dutch Regulations, certain conditions must be met before the Merger can occur. These conditions require that the Merging Companies adopt this document and the Directors' Explanatory Report. In the UK, PI UK is obliged to deliver this document, together with a notice in the form of Form CB01, to Companies House. Notice of delivery of these documents to Companies House must be published in the London Gazette. In the Netherlands, Photon N.V. is obliged to file this document together with several other documents, with the Dutch trade register. In addition, the shareholder of Photon N.V. and PI UK is permitted, free of charge, to inspect the documents listed in paragraph 6 at the registered offices of Photon N.V. and PI UK during Normal Business Hours (subject to reasonable restrictions that any such Merging Company may impose). Notice of the deposit of the documents with the Dutch trade register and at the offices of the Merging Companies, must be announced in a Dutch newspaper and the Dutch Official Gazette. Finally, the proposal to effect the Merger will be put to the shareholder(s) of Photon N.V. for approval.

3.10 In accordance with Regulation 9(1)(c) of the UK Regulations the sole member of PI UK will be asked to agree unanimously that neither an examination of this document by independent experts nor an expert report is required from a UK perspective.

3.11 In accordance with section 328 paragraph 6 of the Dutch Regulations all shareholders of the Merging Companies shall declare to consent that certain formalities will not apply, so that the following items will not be required:

(a) an auditor's statement as referred to in section 328 paragraph 1 first sentence of the Dutch Regulations regarding the reasonableness of the proposed share exchange ratio;

(b) an auditor's report as referred to in section 328 paragraph 2 of the Dutch Regulations, in which the auditor states his opinion on certain statements with regard to the share exchange ratio; and

(c) explanatory notes to these common draft terms as referred to in section 313 paragraph 1 of the Dutch Regulations.

Shareholder approval

3.12 The Merger is further conditional upon PI UK complying with paragraph 3.13 below and the approval of the Photon N.V. Shareholder being obtained in accordance with paragraphs 3.14 and 3.15 below.

3.13 In accordance with Regulation 13(4) of the UK Regulations approval of the PI UK Shareholder will not be required if:

(a) pursuant to paragraph 3.9 of this document, the relevant documents are delivered to Companies House at least two months before, and notice of delivery of these documents to Companies House is published in the London Gazette at least one month before, the Photon N.V. Meeting; and

(b) pursuant to paragraphs 6.1 and 6.2 of this document the documents listed therein are available for inspection and to copy at the registered office of PI UK at least one month before the Photon N.V. Meeting; and

(c) the PI UK Shareholder (being for the purpose of Regulation 13(4)(c) the holder of not less than 5 per cent of the paid-up capital of PI UK) is able to require a meeting of the shareholders of PI UK and does not require such a meeting.

3.14 Approval of the Photon N.V. Shareholder shall be obtained at the Photon N.V. Meeting. Only those persons who are holders of the Photon N.V. A Shares as at the time of the Photon N.V. Meeting will be entitled to attend and vote at the Photon N.V. Meeting in respect of the Photon N.V. A Shares registered in their names at such time. As at the date of the Photon N.V. Shareholder Meeting, ACPL will be Photon N.V.'s sole shareholder.

3.15 The Photon N.V. Meeting will be convened on or about 21 February 2019 at Amsterdam, the Netherlands. At the Photon N.V. Meeting, which will be held in front of a Dutch civil law notary, a resolution to approve the Merger will be proposed, to be passed by the Photon N.V. Shareholder.

3.16 No special approval of the resolution to merge of the Merging Companies will be required, since the articles of association of the Merging Companies to be merged do not contain any provisions regarding the approval as referred to in section 312 paragraph 2 under i of the Dutch Regulations.

3.17 All supervisory directors of Photon N.V. shall co-sign these draft terms of merger. The approval of the supervisory board of Photon N.V. is evidenced by the co-signing of these draft terms of merger by each supervisory directors.

Post approval requirements

3.18 Once PI UK has complied with the conditions applicable to it, it must apply to the English Court for the issue of a pre-merger certificate confirming compliance with these conditions. The application will be made on or around 1 March 2019 for this certificate.

3.19 Once Photon N.V. has complied with the conditions applicable to it, Photon N.V. must apply to a Dutch civil law notary for the issue of a pre-merger certificate confirming compliance with these conditions.

3.20 Once the English Court and the Dutch civil law notary have issued pre-merger certificates, the Merging Companies can make a joint application to the English Court to make an Order. The Order will fix the Effective Date of the Merger which will be not less than 21 days after the date on which the order is made. The Merger shall take effect on the Effective Date. The effect of the Merger is set out in more detail below. The principal effect is that, under the UK Regulations and the Dutch Regulations, all assets and liabilities of Photon N.V. will be transferred to, and assumed by, PI UK by operation of law and PI UK will carry on the Business as successor to Photon N.V. and Photon N.V. will cease to exist.

Effective Date

3.21 Subject to completion of the Conditions, the Merger will become effective on the Effective Date when the consequences of the Merger as set out in Regulation 17(1) of the UK Regulations and section 309 and 311 of the Dutch Regulations, which will comprise the following, will take effect:

(a) the assets and liabilities of Photon N.V. will be transferred to PI UK;

(b) the sole shareholder of Photon N.V., ACPL, will be issued 82,590,631 ordinary shares of £0.005 each in the capital of PI UK;

(c) Photon N.V. will cease to exist without going into liquidation;

(d) all legal proceedings pending by or against Photon N.V. shall be continued with the substitution for Photon N.V. of PI UK as a party;

(e) every contract, agreement or instrument to which Photon N.V. is a party shall be construed and have effect as if:

(i) PI UK had been a party thereto instead of Photon N.V.;

(ii) for any reference (however worded and whether express or implied) to Photon N.V. there were substituted a reference to PI UK; and

(iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of Photon N.V., or any of them, were, respectively, a reference to the directors, officers, representatives or employees of PI UK or to such director, officer, representative or employee of PI UK as PI UK nominates for that purpose or, in default of nomination, to the director, officer, representative or employee of PI UK who corresponds as nearly may be to the first-mentioned director, officer, representative or employee;

(f) every contract, agreement or instrument to which Photon N.V. is a party will become a contract, agreement or instrument between PI UK and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument had continued in force between Photon N.V. and the counterparty, and any money due and owing (or payable) by or to Photon N.V. under or by virtue of any such contract, agreement or instrument shall become due and owing (or payable) by or to PI UK instead of Photon N.V.;

(g) an offer or invitation to treat made to or by Photon N.V. before the Effective Date shall be construed and have effect, respectively, as an offer or invitation to treat made to or by PI UK,

(h) the Photon N.V. employee stock option plan will be replicated by PI UK so that participating employees of the group will be issued options in the issued share capital of PI UK that are equivalent in value to the value of options held by each such employee in Photon N.V. as at the Effective Date; and

(i) the activities of Photon N.V. shall be continued by PI UK in the same way.

3.22 It is proposed that the Effective Date will be 01.00am (London time) on 29 March 2018. However, on and from the Effective Date all transactions of Photon N.V. that have taken place on or since the Accounting Date will be deemed for accounting purposes to have been carried out for the account of PI UK. All assets and liabilities of Photon N.V. as at the Effective Date will be transferred to PI UK pursuant to the Merger on the Effective Date and recorded in the accounts of PI UK for accounting purposes with effect from the Accounting Date. The

accounting information of Photon N.V. will be shown in the annual accounts of PI UK as of the Accounting Date.

3.23 The merger will not have any effect on the amount of the goodwill and the distributable reserves of PI UK.

Assets and liabilities of Photon N.V. to be transferred

3.24 The Directors' Explanatory Report and this document have been prepared on the basis. (i) of the unaudited balance sheets of Photon N.V. and PI UK as at 30 September 2018. The balance sheet of Photon N.V. as at 30 September 2018 is contained in Schedule 1 to this document. The balance sheet of PI UK as at 30 September 2018 is contained in Schedule 2 to this document. The assets and liabilities of Photon N.V. have been valued at their consolidated book value.

3.25 Any assets acquired, or liabilities incurred, by Photon N.V. after 30 September 2018 will, however, also transfer to PI UK upon the Merger becoming effective.

3.26 In respect of any liability of Photon N.V. that is transferred to PI UK pursuant to the Merger, PI UK shall be entitled to any and all defences, claims, counterclaims and rights of set-off which would have been available to Photon N.V. in the absence of the Merger.

Employees

3.27 For the purposes of Regulation 22 of the UK Regulations and section 333k of the Dutch Regulations:

(a) neither Photon N.V. nor PI UK has had, in the six (6) month period before the date of publication of this document, an average number of employees that has exceeded five hundred (500) and an in force system of employee participation; and

(b) neither Photon N.V. nor PI UK has a proportion of employee representatives amongst its directors, members of the administrative or supervisory organ, or their committees, or the management group, which covers the profit units of the relevant Merging Company, and there is no provision under any enactment for any such employee participation, as a consequence of which the Merger will not result in a reduction of such participation rights.

Therefore, Part 4 of the UK Regulations and the relevant parts of section 333k of the Dutch Regulations will not apply to the Merger or (in the case of Chapters 4 and 6 to 9 (inclusive) of Part 4 of the UK Regulations) will not be relevant. This document does not, therefore, contain any information on the procedures by which any employee participation rights are to be determined.

3.28 Since Photon N.V. does not have any employees and there are no changes proposed in respect of PI UK's employees, the Merger will not have any impact on any employment.

Independent Expert

3.29 As set out in paragraph 3.10, pursuant to Regulation 9(1)(c) of the UK Regulations, the shareholder(s) of each of the Merging Companies have been asked or will be asked to agree unanimously that an independent expert's report is not required with respect to the Merger from a UK law perspective. As set out in paragraph 3.11, pursuant to section 328 paragraph 6 of the Dutch Regulations, all shareholders of the Merging Companies will be asked to declare to consent that certain formalities as referred to in section 328 of the Dutch Regulations will not apply. Accordingly, subject to the relevant approvals, no amount or benefit has been or will be paid to any such independent expert in connection with the Merger.

3.30 A Dutch auditor shall provide an auditor's statement as referred to in section 328 paragraph 1 *second sentence* of the Dutch Regulations indicating that the sum of the equity of Photon N.V. on the date of the balance sheets of the Merging Companies, on the basis of generally acceptable valuation methods, at least corresponds to the nominal paid up amount on the shares being issued by PI UK on the occasion of the Merger.

Directors' benefits

3.31 No amount or benefit or other special advantages have been or will be paid, made or granted to any director of the Merging Companies or to any member of the administrative, management, supervisory or controlling organ of the Merging Companies nor to any other person involved in the Merger, in either case, as a consequence of the Merger.

3.32 Other than the optionholders referred to in paragraph 3.21(h), there are no private individuals or legal entities which other than as shareholder have special rights towards Photon N.V. as referred to in section 320 paragraph 1 of the Dutch Regulations and thus no rights or compensatory payments will be allocated as referred to in section 312 paragraph 2 under c of the Dutch Regulations. Furthermore, since ACPL shall be the sole shareholder of the Merging Companies, the procedure for compensation in accordance with section 333h of the Dutch Regulations shall not apply.

4 Information on Photon N.V.

Form and registered office

4.1 Photon N.V. is a public company limited by shares incorporated under and governed by the laws of the Netherlands, having its seat in Amsterdam, the Netherlands, and whose registered office

is at Kingsfordweg 103, 1043GP, Amsterdam, the Netherlands registered with the trade register under number 54383390.

Management board and supervisory board

4.2 The management board of Photon N.V. is composed as follows Exclusive Company Management B.V. and Srinivas Balasubramanian. Photon N.V. has a supervisory board.

Share capital

4.3 As at the date of this document Photon N.V.'s issued share capital is €26,418,000 divided into 88,060,000 A shares of €0.30 each.

Corporate purpose

4.4 Pursuant to the articles of association of Photon N.V., the corporate purpose of Photon N.V. is as follows:

(a) to render services and advice in the field of the development and distribution of software and other services related to information technology,

(b) to incorporate, to participate in, to co-operate with, to finance, to take in any other way an interest in, to manage, to administer to conduct the management of and to advise other companies and/or enterprises and/or to render services to other companies and/or enterprises;

(c) to lend and borrow money, to attract funds and in general to enter into financial transactions and to enter into agreements connected thereto;

(d) to guarantee the debts and performance of Group Companies and third parties, and to provide security for the debt and performance of Group Companies and of third parties;

(e) to invest equity in (mortgage) receivables, real property, currency, securities and assets in general;

(f) to exploit and to purchase and sell patents, trademarks, licenses, knowhow and other industrial and intellectual property rights;

(g) as well as to perform anything that is connected with or may be conducive to the above, all to be interpreted in the broadest sense.

5 Information on PI UK

Form and registered office

5.1 PI UK is a private limited liability company incorporated under and governed by the laws of England and Wales, which has its registered office at Devonshire House, 60 Goswell Road, London, United Kingdom, EC1M 7AD under number 10861354.

Management board

5.2 The management board of PI UK is composed as follows: Mukund Balasubramanian, Srinivas Balasubramanian and Saket Asit Modi. There are no intentions to change the composition of the management board of PI UK in connection with the merger. PI UK does not have a supervisory board.

Share capital

5.3 As at the date of this document PI UK's issued share capital is £10,000 divided into 2,000,000 ordinary shares with a nominal value of £0.005 each.

Corporate purpose

5.4 Pursuant to the PI UK Articles, PI UK has unrestricted objects.

Constitutional documents of PI UK

5.5 The articles that will apply on the Effective Date, are set out in Schedule 3 to this document, being the PI UK Articles. The PI UK Articles will not be modified as a consequence of the Merger. The Merger will have no impact on the legal form, name, corporate purpose and registered office of PI UK.

6 Inspection of Documents

6.1 From 21 December until six months after the Effective Date:

(a) this document;

(b) the Directors' Explanatory Report,

(c) the annual accounts and reports of 2015, 2016 and 2017 of Photon N.V.;

(d) the balance sheet of Photon N V. as at 30 September 2018;

(e) the balance sheet of PI UK as at 30 September 2018; and

(f) the auditor's statement as referred to in section 328 paragraph 1 second sentence of the Dutch Regulations,

are available for inspection by the shareholders of Photon N.V. and PI UK at the registered offices of Photon N.V. and PI UK respectively during Normal Business Hours.

6.2 Copies of these documents may be obtained by the shareholders of Photon N.V. and PI UK free of charge upon request by contacting the Company Secretary at each of Kingsfordweg 103, 1043GP, Amsterdam, the Netherlands and Devonshire House, 60 Goswell Road, London, United Kingdom, EC1M 7AD respectively.

Adopted by the directors and supervisory directors of Photon N.V. and the directors of Photon Interactive UK Limited on 19 December 2018.

.....

PHOTON N.V.

Name: Exclusive Company Management B.V

Title: managing director

Name: [G.J. Kamp/M. van den Dolder]

Title: managing director

.....

PHOTON N.V.

Name: S. Balasubramanian

Title: managing director

.....

PHOTON N.V.

Name: C.G. O'Meara

Title: supervisory director

.....

PHOTON N.V.

Name: G. Venkatesh

Title: supervisory director

.....

Adopted by the directors and supervisory directors of Photon N.V. and the directors of Photon Interactive UK Limited on 19 December 2018.

.....

PHOTON N.V.

Name: Exclusive Company Management B.V.

Title: managing director

Name: [G.J. Kamp/M. van den Dolder]

Title: managing director

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Name: S. Balasubramanian

Title: managing director

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PHOTON N.V.

Name: C.G. O'Meara

Title: supervisory director

.....

PHOTON N.V.

Name: G. Venkatesh

Title: supervisory director

.....

Adopted by the directors and supervisory directors of Photon N.V. and the directors of Photon Interactive UK Limited on 19 Decemb 2018.

.....

PHOTON N.V.

Name: Exclusive Company Management B.V.

Title: managing director

Name: [G.J. Kamp/M. van den Dolder]

Title: managing director

.....

PHOTON N.V.

Name: S. Balasubramanian

Title: managing director

.....

PHOTON N.V.

Name: C.G. O[illegible]

Title: supervisory [illegible]

.....

PHOTON N.V.

Name: G. Venkat[illegible]

Title: supervi[illegible]

Adopted by the directors and supervisory directors of Photon N.V. and the directors of Photon Interactive UK Limited on 19 December 2018.

.....

PHOTON N.V.

Name: Exclusive Company Management B.V.

Title: managing director

Name. [G.J. Kamp/M. van den Dolder]

Title: managing director

.....

PHOTON N.V.

Name: S. Balasubramanian

Title: managing director

.....

PHOTON N.V.

Name: C.G. O'Meara

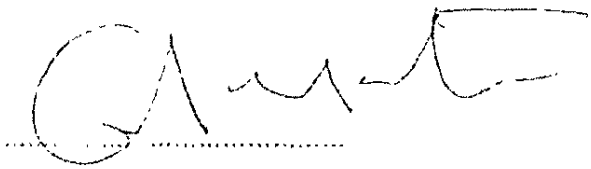
Title: supervisory director

.....

PHOTON N.V.

Name: G. Venkatesh

Title: *supervisory director*



.....

Signed for and on behalf of
Photon Interactive UK Limited

.....

Mukund Balasubramanian
Director

.....

Srinivas Balasubramanian
Director

.....

Saket Asit Modi
Director

Date: 19 December 2018

Signed for and on behalf of
Photon Interactive UK Limited

.....

Mukund Balasubramanian
Director

.....
Srinivas Balasubramanian
Director

.....
Saket Asit Modi
Director

Date: 19 December 2018

Signed for and on behalf of

Photon Interactive UK Limited

.....

Mukund Balasubramanian

Director

.....

Srinivas Balasubramanian

Director

.....

Saket Asit Modi

Director

Date: 19 December 2018

Photon N V. and subsidiaries

Consolidated statement of financial position as at September 30, 2018

(All amounts in United States Dollars except share data and as otherwise stated)

Provisional and Unaudited

	30-Sep-18
Assets	
Property, plant and equipment	4,257,262
Investments	9,692,164
Deferred tax assets	187,946
Other non-current assets	1,712,420
Non current assets	15,849,792
Investments	$25,847,384
Trade receivables	13,627,324
Unbilled revenues	15,631,291
Other current assets	1,711,413
Cash and cash equivalents	12,061,096
Current assets	**68,878,508**
Total assets	84,728,300
Equity	
Share capital	28,746,107
Reserves and Surplus	36,683,314
Equity attributable to owners of the Group	65,429,421
Liabilities	
Employee benefit obligations	2,198,191
Trade and other payables	3,320,515
Non current liabilities	5,518,706
Employee benefit obligations	2,116,030
Trade and other payables	8,867,483
Current tax liabilities	2,796,660
Current liabilities	13,780,173
Total liabilities	**19,298,879**
Total equity and liabilities	84,728,300
	-

Photon N.V. and subsidiaries

Consolidated statement of profit or loss and other comprehensive income or (loss)

For the period ended 30th September 18

(All amounts in United States Dollars except share data and as otherwise stated)

Provisional and Unaudited

	For the period ended September 30, 2018
Revenues	94,418,357
Cost of revenues	62,238,278
Gross profit	32,180,079
Selling and marketing expenses	7,781,759
General and administrative expenses	11,220,226
Operating profit	13,178,094
Finance income and costs	4,120,288
Net finance income	4,120,288
Profit before tax	17,298,382
Income tax expense	3,046,936
Profit	14,251,446
Other comprehensive income / (loss)	
Items that are or may be reclassified to profit or loss	
Foreign operations - foreign currency translation differences, net of tax	(2,732,724)
Cash flow hedge reserve	(10,299,139)
Available-for-sale financial assets- net change in fair value, net of tax	(418,046)
Other comprehensive income / (loss), net of tax	(13,449,909)
Total comprehensive income	801,537

Photon Interactive UK Limited
Statement of financial position as at September 30, 2018
Provisional and unaudited

	Amount in GBP	
	30-Sep-18	31-Dec-17
Assets		
Property, plant and equipment	10,500	-
Other non-current assets	18,900	-
Non current assets	**29,400**	**-**
Investments		
Trade receivables	347,266	-
Unbilled revenues	2,093,945	-
Other current assets	11,543	-
Cash and cash equivalents	693,865	-
Current assets	**3,146,619**	**-**
Total assets	**3,176,020**	**-**
Equity		
Share capital	10,000	-
Retained earnings	1,205,731	(312)
Equity attributable to owners of the Group	**1,215,731**	**(312)**
Liabilities		
Trade and other payables		
Non current liabilities	-	-
Employee benefit obligations	337,382	-
Trade and other payables	1,340,007	312
Current tax liabilities	282,899	-
Current liabilities	**1,960,289**	**312**
Total liabilities	**1,960,289**	**312**
Total equity and liabilities	**3,176,020**	**-**
	-	-

Photon Interactive UK Limited
Statement of profit or loss and other comprehensive income or (loss)
Provisional and unaudited

	Amount in GBP	
	For the period ended September 30, 2018	For the period ended December 31, 2017
Revenues	3,215,040	-
Cost of revenues	1,215,322	-
Gross profit	1,999,719	-
General and administrative expenses	544,894	312
Operating profit	1,454,824	(312)
Finance income and costs	34,117	-
Net finance income	34,117	-
Profit before tax	1,488,942	(312)
Income tax expense	282,899	-
Profit	1,206,043	(312)

SCHEDULE 1 Regulation 2

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 39;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" has the meaning given in article 31;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" means a document in hard copy form;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"proxy notice" has the meaning given in article 45;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

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

Shareholders' reserve power

4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) 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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) 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.

(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.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

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

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

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

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

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

Records of decisions to be kept

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

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

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

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of any class of shares or of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Powers to issue different classes of share

22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

(2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

23. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

24.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

(2) Every certificate must specify—

(a) in respect of how many shares, of what class, it is issued;

(b) the nominal value of those shares;

(c) that the shares are fully paid; and

(d) any distinguishing numbers assigned to them.

(3) No certificate may be issued in respect of shares of more than one class.

(4) If more than one person holds a share, only one certificate may be issued in respect of it.

(5) Certificates must—

(a) have affixed to them the company's common seal, or

(b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued in respect of a shareholder's shares is—

(a) damaged or defaced, or

(b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

(2) A shareholder exercising the right to be issued with such a replacement certificate—

(a) may at the same time exercise the right to be issued with a single certificate or separate certificates;

(b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and

(c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

26.—(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

(2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

(3) The company may retain any instrument of transfer which is registered.

(4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

(5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

(2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—

(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and

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

(3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

28.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

(2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

29. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

31.—(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;

(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;

(c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or

(d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(a) the terms on which the share was issued, or

(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or other sums which are—

(a) payable in respect of shares, and

(b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

(2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

(b) the distribution recipient has not claimed it,

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

Non-cash distributions

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

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

(a) fixing the value of any assets;

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

(c) vesting any assets in trustees.

Waiver of distributions

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

(a) the share has more than one holder, or

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

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

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

36.—(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—

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

(b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

(2) Capitalised sums must be applied—

(a) on behalf of the persons entitled, and

(b) in the same proportions as a dividend would have been distributed to them.

(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

(5) Subject to the articles the directors may—

(a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;

(b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and

(c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

37.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

39.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

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

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

Attendance and speaking by directors and non-shareholders

40.—(1) Directors may attend and speak at general meetings, whether or not they are shareholders.

(2) The chairman of the meeting may permit other persons who are not—

(a) shareholders of the company, or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

Adjournment

41.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

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

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

(4) When adjourning a general meeting, the chairman of the meeting must—

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

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

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

43.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

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

Poll votes

44.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

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

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the shareholder appointing the proxy;

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

(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

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

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

Delivery of proxy notices

46.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

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

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

47.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

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

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

48.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

49.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

52.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

53.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

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