

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number 13223563

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

**ATAM (HOLDINGS) LIMITED**

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

Given at Companies House, Cardiff, on **24th February 2021**



\*N13223563C\*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **23/02/2021**

X9YWG37S

*Company Name in full:*

**ATAM (HOLDINGS) LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHIRE  
UNITED KINGDOM CV11 6BQ**

*Sic Codes:*

**46900**

*Company Director* 1

*The subscribers confirm that the person named has consented to act as a director*

## Company Director 2

Type: **Person**  
Full Forename(s): **MR ADRIAN CHARLES**  
Surname: **FARNHAM**  
Service Address: **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM CV11 6BQ**  
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **\*\*/06/1977** Nationality: **BRITISH**  
Occupation: **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## Company Director 3

Type: **Person**  
Full Forename(s): **MRS HANNAH ELIZABETH**  
Surname: **FARNHAM**  
Service Address: **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM CV11 6BQ**  
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **\*\*/03/1980** Nationality: **BRITISH**  
Occupation: **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## Company Director 4

Type: **Person**  
Full Forename(s): **MRS KATHRYN ALEXANDRA**  
Surname: **JONES**  
Service Address: **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM CV11 6BQ**  
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **\*\*/10/1980** Nationality: **BRITISH**  
Occupation: **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## Company Director 5

Type: **Person**  
Full Forename(s): **MRS CAROLINE AMY**  
Surname: **WILSON**  
Service Address: **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM CV11 6BQ**  
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **\*\*/11/1979** Nationality: **BRITISH**  
Occupation: **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>'A'</b>	<i>Number allotted</i>	<b>51</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>51</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY**

<i>Class of Shares:</i>	<b>'B'</b>	<i>Number allotted</i>	<b>34</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>34</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY**

<i>Class of Shares:</i>	<b>'C'</b>	<i>Number allotted</i>	<b>5</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>5</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY**

<i>Class of Shares:</i>	<b>'D'</b>	<i>Number allotted</i>	<b>5</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>5</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY**

<i>Class of Shares:</i>	<b>'E'</b>	<i>Number allotted</i>	<b>5</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value:</i>	<b>5</b>
<i>Currency:</i>	<b>GBP</b>		
<i>Prescribed particulars</i>			

**ALL RIGHTS ATTACHED, EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, IS ENTITLED TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION AND IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY**

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**Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>100</b>
		<i>Total aggregate nominal value:</i>	<b>100</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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<i>Name:</i>	<b>CHARLOTTE EMILY BOOTH</b>	<i>Class of Shares:</i>	<b>'E' ORDINARY</b>
<i>Address</i>	<b>THE FLUID POWER CENTRE WATLING STREET NUNEATON WARWICKSHORE UNITED KINGDOM CV11 6BQ</b>	<i>Number of shares:</i>	<b>5</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>CAROLINE AMY WILSON</b>	<i>Class of Shares:</i>	<b>'C' ORDINARY</b>
<i>Address</i>	<b>THE FLUID POWER CENTRE WATLING STREET NUNEATON WARWICKSHORE UNITED KINGDOM CV11 6BQ</b>	<i>Number of shares:</i>	<b>5</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>HANNAH ELIZABETH FARNHAM</b>	<i>Class of Shares:</i>	<b>'B' ORDINARY</b>
<i>Address</i>	<b>THE FLUID POWER CENTRE WATLING STREET NUNEATON WARWICKSHORE UNITED KINGDOM CV11 6BQ</b>	<i>Number of shares:</i>	<b>34</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

<i>Name:</i>	<b>ADRIAN CHARLES FARNHAM</b>	<i>Class of Shares:</i>	<b>'A' ORDINARY</b>
<i>Address</i>	<b>THE FLUID POWER CENTRE WATLING STREET NUNEATON WARWICKSHORE UNITED KINGDOM CV11 6BQ</b>	<i>Number of shares:</i>	<b>51</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>



*Name:* **KATHRYN ALEXANDRA  
JONES**

*Address* **THE FLUID POWER  
CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM  
CV11 6BQ**

*Class of Shares:* **'D' ORDINARY**

*Number of shares:* **5**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Individual Person with Significant Control details***

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*Names:* **MR ADRIAN CHARLES FARNHAM**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/06/1977** *Nationality:* **BRITISH**

*Service Address:* **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHORE  
UNITED KINGDOM  
CV11 6BQ**

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

<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>

## ***Individual Person with Significant Control details***

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*Names:* **MRS HANNAH ELIZABETH FARNHAM**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/03/1980** *Nationality:* **BRITISH**

*Service Address:* **THE FLUID POWER CENTRE WATLING STREET  
NUNEATON  
WARWICKSHIRE  
UNITED KINGDOM  
CV11 6BQ**

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

<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>

## ***Statement of Compliance***

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

<i>Name:</i>	<b>CHARLOTTE EMILY BOOTH</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>CAROLINE AMY WILSON</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>HANNAH ELIZABETH FARNHAM</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>ADRIAN CHARLES FARNHAM</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>KATHRYN ALEXANDRA JONES</b>
<i>Authenticated</i>	<b>YES</b>

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## ***Authorisation***

<i>Authoriser Designation:</i>	<b>subscriber</b>	<i>Authenticated</i>	<b>YES</b>
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**COMPANY HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

**ATAM (HOLDINGS) LIMITED**

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

Name of each Subscriber
Adrian Charles Farnham
Hannah Elizabeth Farnham
Caroline Amy Wilson
Charlotte Emily Booth
Kathryn Alexandra Jones

Dated : 23 February 2021



Private Company Limited by Shares  
Articles of Association  
of  
**ATAM (Holdings) Limited**

**Legal Clarity**

Charles House, 148-149 Great Charles Street, Birmingham, B3 3HT  
t: 0121 314 9102  
[hello@legalclarity.co.uk](mailto:hello@legalclarity.co.uk)

**ARTICLES OF ASSOCIATION**  
**OF**  
**ATAM (HOLDINGS) LIMITED (the "company")**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**INCORPORATED UNDER THE COMPANIES ACT 2006**

**INTERPRETATION**

1. The articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) as amended prior to the date of incorporation of the company (referred to in these articles as the "Model Articles") apply to the company save in so far as they are excluded or varied by these articles.
2. Article 1 of the Model Articles shall be amended by inserting the following definitions in alphabetical order:

<b>"A' ordinary shares"</b>	means the 'A' ordinary shares of £1 each in the share capital of the company;
<b>"alternate"</b>	has the meaning given in article 20A;
<b>"alternate director"</b>	has the meaning given in article 20A;
<b>"appointor"</b>	has the meaning given in article 20A;
<b>"B' ordinary shares"</b>	means the 'B' ordinary shares of £1 each in the share capital of the company;
<b>"C' ordinary shares"</b>	means the 'C' ordinary shares of £1 each in the share capital of the company;
<b>"connected"</b>	has the meaning given to that word by section 252 of the Companies Act 2006;
<b>"D' ordinary shares"</b>	means the 'D' ordinary shares of £1 each in the share capital of the company;
<b>"E' ordinary shares"</b>	means the 'E' ordinary shares of £1 each in the share capital of the company;
<b>"relevant officer"</b>	means any director or other officer or former director or other officer of the company or an associated company but excluding in each case any person engaged by the company (or associated company) as an auditor (whether or not he is also a director or other officer), to the extent that he acts in his capacity as auditor;
<b>"working day"</b>	means any day other than Saturday or Sunday or a public or bank holiday in the part of the United Kingdom in which the company is registered.

3. Article 1 of the Model Articles shall be further amended by adding the following paragraphs at the end:

"In these articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification, replacement, consolidation or re-enactment of that provision in force from time to time.

In these articles, unless the context otherwise requires, the masculine includes the feminine and the neuter, and the singular includes the plural and vice versa."

#### DECISION-MAKING BY DIRECTORS

##### **Directors to take decisions collectively**

4. Article 7 of the Model Articles shall be amended by adding the following sub-paragraphs at the end:

"(3) For the avoidance of doubt, article 11 shall not be construed as requiring the company to have more than one director and shall not apply in the event the company has only one director.

(4) Subject to these articles, each director participating in a directors' meeting has one vote."

##### **Casting Vote**

5. Article 13(1) of the Model Articles shall be replaced with:

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

6. Article 13(2) of the Model Articles shall be deleted.

##### **Alternates voting at directors' meetings**

7. A new article 13A shall be inserted:

"**13A.** A director who is also an alternate director has an additional vote on behalf of each of his appointors who is:

(a) not participating in a directors' meeting; and

(b) would have been entitled to vote if they were participating in it."

##### **Transactions or other arrangements with the company**

8. Article 14 of the Model Articles shall be replaced with:

"**14.**

(1) Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006 and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Act 2006, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company:

- (a) 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;
  - (b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee) in respect of such contract or proposed contract in which he is interested;
  - (c) 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 contract or proposed contract in which he is interested;
  - (d) 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;
  - (e) 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
  - (f) shall not, save as he may otherwise agree, be accountable to the company for the benefit which he (or a person connected with him) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, 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 Companies Act 2006.
- (2) For the purpose of this article 14, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
  - (3) Subject to article 14(4), if a question arises at a meeting of directors or 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.
  - (4) 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."

#### **Directors' conflicts of interest**

9. A new article 14A shall be inserted:

##### **"14A.**

- (1) For the purposes of section 175 of the Companies Act 2006 the directors may, in accordance with the requirements set out in this article 14A

authorise any matter proposed to them by any director which would, if not authorised constitute or give rise to a situation in which a director has or can have, a direct or indirect interest which conflicts, or possibly may conflict with the interest of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it) (a "**conflict**").

- (2) Any authorisation under this article 14A (a "**conflict authorisation**") will be effective only if:
  - (a) the director has disclosed to the other directors the nature and extent of his interest in any conflict, such disclosure to be made as soon as reasonably practicable;
  - (b) the matter in question shall have been proposed by any director for consideration at a meeting of directors 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;
  - (c) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
  - (d) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- (3) Any conflict authorisation may (whether at the time of giving the authority or subsequently):
  - (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
  - (c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

- (4) In giving a conflict authorisation, the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
  - (a) disclose such information to the directors or to any director or other officer or employee of the company;
  - (b) use or apply any such information in performing his duties as a director of the company,

where to do so would amount to a breach of that confidence.

- (5) In giving a conflict authorisation the directors may provide (whether at the time of giving the authority or subsequently) without limitation to article 14A(3)(b) that the director:
  - (a) is excluded from discussions and / or the making of decisions (whether at meetings of directors or otherwise) related to the conflict;
  - (b) is not given any documents or other information relating to the conflict;
  - (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.
- (6) Where the directors give a conflict authorisation:
  - (a) the terms of the conflict authorisation shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded);
  - (b) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the conflict authorisation;
  - (c) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of the conflict authorisation.
- (7) 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 a relationship involving a conflict which has been authorised by the directors 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."

#### APPOINTMENT OF DIRECTORS

##### **Termination of director's appointment**

- 10. Article 18(e) of the Model Articles shall be deleted.

##### **Directors' remuneration**

- 11. Article 19(5) of the Model Articles shall be deleted.

#### ALTERNATE DIRECTORS

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

- 12. A new article 20A shall be inserted:

##### **"20A.**

- (1) Any director (the "**appointor**") may appoint as an alternate any other

director, or any other person approved by resolution of the directors, to:

- (a) exercise that director's powers; and
- (b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor ("**alternate**" or "**alternate director**").

- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
- (3) The notice must:
  - (a) identify the proposed alternate; and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice."

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

13. A new article 20B shall be inserted:

#### **"20B.**

- (1) An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.
- (2) Except as the articles specify otherwise, alternate directors:
  - (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointors; and
  - (d) are not deemed to be agents of or for their appointors.
- (3) A person who is an alternate director but not a director:
  - (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating); and
  - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

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

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

## Termination of alternate directorship

14. A new article 20C shall be inserted:

**"20C.** An alternate director's appointment as an alternate terminates:

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

## SHARES

### Share class rights

15. A new article **Error! Reference source not found.** shall be inserted:

**"21A.**

#### Share capital

- (1) The share capital of the Company as at the date of incorporation of the company comprises is divided into 'A' ordinary shares, 'B' ordinary shares, 'C' ordinary shares and 'D' ordinary shares.
- (2) Except as provided in these articles, the 'A' ordinary shares, 'B' ordinary shares, 'C' ordinary shares and 'D' ordinary shares shall rank *pari passu* in all respects but shall constitute separate classes of shares.

#### Dividends

- (3) Each class of share in the capital of the Company confers on the holders thereof the right to receive the whole of such dividends and other distributions as are resolved to be distributed out of the profits of the company available for distribution to the holders of that class of share, in proportion to the amount paid up thereon (excluding any premium paid on subscription).

#### Voting

- (4) Each share (of whatever class) shall confer on the holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company, and each share (or whatever class) shall carry one vote per share.

#### Capital rights

- (5) Each share (or whatever class) confers on the holder thereof, in the event of a winding-up or other return of capital, the right to participate in the assets of the company available for distribution amongst the members in proportion to the amount paid up thereon (excluding any premium paid on subscription).



## **Redemption**

- (6) The 'A' ordinary shares, 'B' ordinary shares, 'C' ordinary shares and 'D' ordinary shares are not redeemable.

## **Modification of class rights**

16. A new article 21B shall be inserted:

**"21B.** Subject to the Companies Act 2006, no alteration or abrogation may be made at any time to any of the rights for the time being attached to any class of shares for the time being issued (whether or not the company is being wound up) without the consent in writing of the holders of not less than three-fourths of the issued shares of that class or the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of the regulations of the company as to general meetings of the company shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy or by representative not less than one-third of the issued shares of the class or, where there is only one holder of shares of the class, the quorum shall be such holder or his proxy or representative. If such separate meeting shall be adjourned owing to the absence of a quorum and if at the adjourned meeting a quorum shall not be present within half-an-hour from the time appointed for such adjourned meeting the holder or holders of shares of the class concerned who are present in person or by proxy or by representative shall constitute a quorum. Every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and any holder of shares of the class present in person or by proxy or by representative may demand a poll."

## **SHARE TRANSFERS**

### **Share transfers: general**

17. Article 26(1) of the Model Articles shall be replaced with:

"(1) Certificated 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:

(e) the transferor; and

(f) (if any of the shares is nil or partly paid) the transferee."

18. Article 26(5) of the Model Articles shall be deleted.

### **Transmission of shares: general**

19. Article 27 of the Model Articles shall be amended by the addition of the following paragraph after article 27(3):

"(4) Nothing in these articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member."

## **Exercise of transmittee's rights**

20. Article 28(3) of the Model Articles shall be replaced with:

"(3) All the articles relating to the transfer of shares apply to:

- (g) any notice in writing given to the company by a transmittee in accordance with article 28(1); and
- (h) any instrument of transfer executed by a transmittee in accordance with article 28(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred."

## **VOTING AT GENERAL MEETINGS**

### **Content of proxy notices**

21. Article 45 of the Model Articles shall be amended by deleting the word "and" at the end of article 45(1)(c), replacing the full stop at the end of article 45(1)(d) with "; and" and by inserting the following paragraph after article 45(1)(d):

"(e) Proxy notices and any authentication of such notices demanded by the company must be received at an address specified by the company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice or authentication of such notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid."

## **ADMINISTRATIVE ARRANGEMENTS**

### **Communication**

22. A new article 48A shall be inserted:

#### **"48A.**

- (1) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the company to a person by being made available on a website.
- (2) A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the company.
- (3) If any share is registered in the name of joint holders, the company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the company is not required to serve notices or other documents on any of the other joint holders.

- (4) If the company sends or supplies notices or other documents by first class post and the company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (5) If the company sends or supplies notices or other documents by electronic means and the company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (6) If the company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (7) For the purposes of this article 48A, no account shall be taken of any part of a day that is not a working day."

#### DIRECTORS' INDEMNITY AND INSURANCE

##### **Indemnity**

23. Article 52 of the Model Articles shall be replaced with:

**"52.**

- (1) Subject to article 52(2) but without prejudice to any other indemnity to which the relevant officer is otherwise entitled:
  - (a) 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 in the actual or purported execution and / or discharge of his duties, or in relation to them, 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 any 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 from negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs; and
  - (b) 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 52(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- (2) This article 52 does not authorise any indemnity which would be prohibited or rendered void by the provisions of the Companies Act 2006 or by any provision of law.
- (3) In this article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate."

## **Insurance**

24. Article 53 of the Model Articles shall be amended by replacing all instances of "relevant director" with the words "relevant officer" and by deleting article 53(2)(a).