

P.O. 12350139/20

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009.

OS IN01

P.O. 12350139/20



Companies House

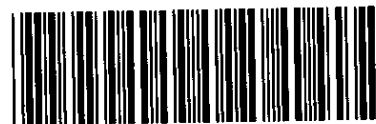
Registration of an overseas company opening a UK establishment

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

☒ **What this form is for**
You may use this form to register a
UK establishment.

☐ **What this form is NO**
You cannot use this for
the details of an existin
officer or establishment.

SA WEDNESDAY



A05 *A86Y2FJN* #47
05/06/2019
COMPANIES HOUSE
A30 *A8495PAW* #60
27/04/2019
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

Matanna Capital Partners Limited

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Alternative name
(if applicable) ²

Please show the alternative name that the company will use to do business
in the UK.

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

³ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1	Particulars previously delivered	
	Have particulars about this company been previously delivered in respect of another UK establishment. ❶	❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.
	→ No Go to Section B2 .	
	→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
B2	Credit or financial institution	
	Is the company a credit or financial institution? ❷	❷ Please tick one box.
	<input type="checkbox"/> Yes	
	<input checked="" type="checkbox"/> No	
B3	Company details	
	If the company is registered in its country of incorporation, please enter the details below.	❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.
Legal form ❹	Limited by shares	
Country of incorporation *	Guernsey	
Identity of register in which it is registered ❺	Guernsey Register	❹ This will be the registry where the company is registered in its parent country.
Registration number in that register	6 6 1 3 0 <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
B4	EEA or non-EEA member state	
	Was the company formed outside the EEA?	
	→ Yes Complete Sections B5 and B6 .	
	→ No Go to Section B6 .	
B5	Governing law and accounting requirements	
	Please give the law under which the company is incorporated.	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.
Governing law ❻	Guernsey	
	Is the company required to prepare, audit and disclose accounting documents under parent law?	
	→ Yes Complete the details below.	
	→ No Go to Part 3 .	

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Please give the period for which the company is required to prepare accounts by parent law.

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months		
--------	--	--

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation. ^①

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☒ Please tick this box if no accounts have been disclosed.

^① Please tick the appropriate box(es).

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Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ^①
- ☐ I enclose a certified translation, if applicable. ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- **Yes** Go to **Section C3**.
- **No** Go to **Part 4** 'Officers of the company'.

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- **Yes** Go to **Part 4** 'Officers of the company'
- **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^①

Building name/number	MARTELLO COURT
Street	ADMIRAL PARK
Post town	St. Peter Port
County/Region	GUERNSEY
Postcode	G Y 1 3 H B
Country	Channel Islands

Please give the objects of the company and the amount of issued share capital.

Objects of the company ^②	
Amount of issued share capital ^③	

^① This address will appear on the public record.

^② Please give a brief description of the company's business.

^③ Please specify the amount of shares issued and the value.

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Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.

→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details^①

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited ^④
☐ Unlimited

Description of limited authority, if applicable

Jointly

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate secretary

E1	Corporate secretary details^①	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm	Cosign Limited	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number	Martello Court	
Street	Admiral Park	
Post town	St. Peter Port	
County/Region	Guernsey	
Postcode	G Y 1 3 H B	
Country	Channel Islands	
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm	Limited by shares	
Governing law	Guernsey	
If applicable, where the company/firm is registered ^④	Guernsey	
If applicable, the registration number	15815	

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Registration of an overseas company opening a UK establishment

E5 Corporate secretary's authority	
	Please enter the extent of your authority as corporate secretary. Please tick one box.
Extent of authority	<input checked="" type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Jointly
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	The Directors :
	SAMUEL PALMER CANDY VENTURES SARL

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Samuel	
Surname	Palmer	
Former name(s) ^②		
Country/State of residence ^③	UK	
Nationality	Irish	
Month/year of birth ^④	X X m0 m8 y1 y9 y7 y9	
Business occupation (if any) ^⑤	Entrepreneur	

① Corporate details
Please use Sections G1-G5 to enter corporate director details.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^⑥	
Building name/number	49 Upper Brook Street	
Street		
Post town	London	
County/Region		
Postcode	W 1 K 2 B R	
Country	UK	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input checked="" type="checkbox"/> Limited ^⑦ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Jointly	
	Are you authorised to act alone or jointly? Please tick one box.	
	<input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	The Directors CANDY VENTURES SATCL	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.		
Name of corporate body or firm	Candy Ventures SARL	
Building name/number	2 Millewee	
Street	L-7257	
Post town		
County/Region		
Postcode	7 2 5 7	
Country	Luxembourg	

G2	Location of the registry of the corporate body or firm
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	

G3	EEA companies ②	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③	Luxembourg	
Registration number	B192580	

G4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm	Société à responsabilité limitée	
Governing law	Luxembourg	
If applicable, where the company/firm is registered ④	Luxembourg	
If applicable, the registration number	B102580	

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Registration of an overseas company opening a UK establishment

G5	Corporate director's authority	
	Please enter the extent of your authority as corporate director. Please tick one box.	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input checked="" type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Jointly	
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	The Directors SAMUEL PALMETT	

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Registration of an overseas company opening a UK establishment

Part 5**UK establishment details****H1****Documents previously delivered - constitution**

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**.→ **Yes** Please enter the UK establishment number below and then go to **Section H2**.UK establishment
registration numberB R **H2****Documents previously delivered – accounting documents**

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**.→ **Yes** Please enter the UK establishment number below and then go to **Section H3**.UK establishment
registration numberB R **H3****Delivery of accounts and reports**This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①☒ In respect of this establishment. Please go to **Section H4**.☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.^① Please tick the appropriate box.UK establishment
registration numberB R **H4****Particulars of UK establishment ^①**You **must** enter the name and address of the UK establishment.

Name of establishment

Matanna Capital Partners Limited

Building name/number

49

Street

Upper Brook Street

Post town

London

County/Region

Postcode

W 1 K 2 B R

Country

UK

Date establishment
opened

d 1 d 4 m 0 m 3 y 2 y 0 y 1 y 9

Business carried on at
the UK establishment~~64991 - Security dealing on own account~~

SECURITY DEALING ON OWN ACCOUNT

^① **Address**

This is the address that will appear on the public record.

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Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s) **Samuel**Surname **Palmer****J2 Permanent representative's service address ¹**Building name/number **49**Street **Upper Brook Street**Post town **London**

County/Region

Postcode **W 1 K 2 B R**Country **UK****¹ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☒ Limited ²

☐ Unlimited

Description of limited authority, if applicable

Jointly

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone

☒ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

The Directors : **SAMUEL PALMER**

CANDY VENTURES SARL

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Samuel

Surname

Palmer

K2

Service address of person authorised to accept service ^①

Building name/number

49

Street

Upper Brook Street

Post town

London

County/Region

Postcode

W 1 K 2 B R

Country

UK

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Registration of an overseas company opening a UK establishment

Part 8

Signature

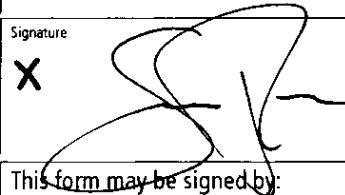
This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:
Director, Secretary, Permanent representative.

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

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



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



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:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

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).

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.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

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

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

THE COMPANIES (GUERNSEY) LAW, 2008, AS AMENDED

NON-CELLULAR COMPANY LIMITED BY SHARES

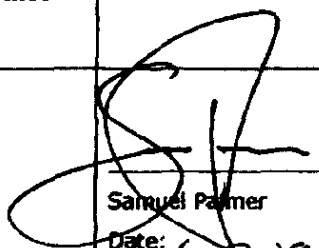
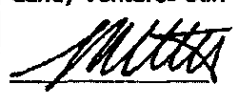
MEMORANDUM OF INCORPORATION

OF

MATANNA CAPITAL PARTNERS LIMITED

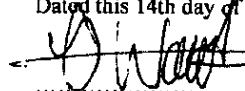
1. The company's name is Matanna Capital Partners Limited.
2. The company's registered office is situated in Guernsey.
3. The company is a non-cellular company within the meaning of section 2(1)(c) of the Companies (Guernsey) Law, 2008, as amended (the Law).
4. The liability of each member of the company is limited to the amount, if any, unpaid on the shares held by him.
5. The objects and powers of the company are unlimited.
6. The company may make or alter any provision in its memorandum of incorporation in respect of any matter mentioned in section 15(7) of the Law by special resolution.

We, the subscriber[s] to this Memorandum of Incorporation, wish to incorporate a company pursuant to this Memorandum and we agree to take the number of shares specified opposite our [respective] name[s] below.

Name and Address of founder member	Number of shares taken by each founder member	Aggregate value of those shares	Amount paid up and Amount unpaid on those shares	Signature
Samuel Palmer 48 Queensmill Road London SW6 6JS	50	£50	£50 Nil	 Samuel Palmer Date: 6.3.19
Candy Ventures Sarl 2 Millewee L-7257 Walferdange Luxembourg	50	£50	£50 Nil	For and on behalf of Candy Ventures Sarl  Date: 6.3.19.
Total Shares taken	100	£100	£100	

943126v1

We, Cosign Limited, Corporate Secretary of Matanna Capital Partners Limited hereby certify this to be a true copy of the Memorandum and Articles of Incorporation of the Company.
Dated this 14th day of March 2019.


.....
For Cosign Limited, Corporate Secretary

MATANNA CAPITAL PARTNERS LIMITED

Company Limited by Shares

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
MATANNA CAPITAL PARTNERS LIMITED

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1. INTERPRETATION

1.1 In these articles

articles means these articles of incorporation as altered from time to time.

Beneficial Ownership Law means the Beneficial Ownership of Legal Persons (Guernsey) Law, 2017.

Board means the Board of directors of the company, or the Board of directors present at a meeting of the Board at which a quorum is present, or present at a meeting of a committee of the Board of directors.

circulating resolution has the meaning set out in article 21.5.

clear days in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

date of forfeiture has the meaning set out in article 8.3.

Extraordinary General Meeting has the meaning set out in article 24.1

member means the registered holder of a share in the company as recorded in the register.

person includes an individual and a body corporate.

register means the register of members kept by the company as required by section 123 of the Law.

Registrar means the Registrar of Companies as established under section 495 of the Law.

Registrar of Beneficial Ownership means the Registrar of Beneficial Ownership of Legal Persons, the office of which was established under section 1 of the Beneficial Ownership Law.

Resident Agent means the resident agent of the company, if any, as defined by, and as appointed in accordance with, the Law.

the Law means the Companies (Guernsey) Law, 2008.

the company means the company formed under the memorandum of incorporation, to which these articles apply.

the memorandum means the memorandum of incorporation of the company.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Law.

1.2 In these articles:

- (a) words in the singular include words in the plural and vice versa, and
- (b) words imparting a gender include every other gender.

1.3 These articles must be read in conjunction with and are subject to the provisions of the Law. The standard articles of incorporation prescribed by the States of Guernsey Commerce and Employment Department or successor body pursuant to section 16(2) of the Law are disappplied in their entirety.

1.4 Headings and subheadings are included only for convenience and do not affect the meaning of these articles.

1.5 References to enactments are to such enactments as from time to time modified, re-enacted or consolidated and shall include any enactments made in substitution for an enactment which is repealed and any Ordinances or Regulations made under those enactments.

2. POWER OF THE BOARD TO ISSUE SHARES

2.1 Subject to the provisions of the Law, on such terms and conditions as it sees fit, the Board may:

- (a) exercise the power of the company to issue shares or grant rights to subscribe for, or convert any security into shares, in accordance with section 291 of the Law,
- (b) issue shares of different types within the meaning of section 277 of the Law or shares of different classes, and the creation or issuance of any such shares or any additional shares ranking equally with an existing type of class of share is deemed not to vary the rights of any existing member,
- (c) subject to sections 342 and 348 of the Law, convert all or any classes of its shares into redeemable shares,
- (d) issue shares which have a nominal or par value,
- (e) issue shares of no par value,
- (f) issue any number of shares they see fit,
- (g) issue fractions of a share within the meaning of section 280 of the Law,
- (h) make arrangements on the issue of shares to distinguish between members as to the amounts and times of payments of calls on their shares,
- (i) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others, and

- (j) pay commissions in such manner and in such amounts as the Board may determine.

2.2 The company may hold treasury shares in accordance with the provisions of the Law.

2.3 Subject to the provisions of the Law the company may purchase its own shares and with respect to those shares, cancel them or hold them as treasury shares.

3. **SHARE CAPITAL**

3.1 The members may, by ordinary resolution alter the company's share capital in accordance with section 287 of the Law.

4. **BENEFICIAL OWNERSHIP**

4.1 The company is not obliged to recognise any interest in any share except an absolute right to the registered holder of that share.

4.2 The company, or its Resident Agent (if any), may give notice in writing to a member requiring that member to disclose whether they are holding their interest in the company for their own benefit or for the benefit of another person and if for the benefit of another person, the required details in respect of that person. A member who receives such a notice must comply with that notice within such reasonable time as may be specified in the notice, or as prescribed by applicable law or regulation. If, in the opinion of the company or its Resident Agent, a member fails, without reasonable excuse, to provide the information required within the relevant timeframe, then (without prejudice to any powers of the Registrar or the Registrar of Beneficial Ownership) the company may place such restrictions as it thinks fit on the rights attaching to the member's interest in the company (including, without limitation, any right to transfer the interest, any voting rights, any right to further shares in respect of the shares which the member already holds and any right to payment due to the member's interest, whether in respect of capital or otherwise) or cancel the member's interest in the company. Any shares cancelled in accordance with this article shall be treated as forfeited for the purposes of articles 8.3 and 8.5.

4.3 Article 4.2 is without prejudice to the relevant powers and duties under the Law, the Beneficial Ownership Law or other applicable law or regulation. In particular, but without limiting the foregoing, if in the opinion of the Resident Agent (if any), a member fails, without reasonable excuse, to disclose the details required by a notice of the type referred to in Article 4.2, or makes a statement in response to such a notice which is false, deceptive or misleading in a material particular, the Resident Agent shall notify the company and the Registrar.

5. **COMPANY'S LIEN ON SHARES**

5.1 The company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall have a first lien on all shares (other than fully paid shares) standing registered in the name of a single person for all money payable by

him or his estate to the company. The company's lien on a share shall extend to all dividends payable thereon.

- 5.2 Subject to the provisions of the Law with respect to distributions, the Board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of article 5.1.

6. ENFORCING LIEN BY SALE

- 6.1 The company may sell, in such manner as the Board thinks fit, any share on which the company has a lien provided that a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days of notice being given to the member in accordance with article 6.2.

- 6.2 Before exercising any right of sale under a lien the company must:

- (a) serve on the member a notice in writing demanding payment of any outstanding amount due and payable on the share within 14 clear days of the date of the notice, and
- (b) the notice must state that if the notice is not complied with the shares may be sold at the discretion of the Board.

- 6.3 To give effect to any such sale the Board may authorise some person to execute an instrument of transfer of the shares sold to or in accordance with the directions of the purchaser. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

- 6.4 The net proceeds of the sale under article 6.3 shall be applied by the company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person against whom the lien is enforced.

7. CALLS ON SHARES

- 7.1 Subject to the terms of issue of the shares:

- (a) the Board may make calls upon the members in respect of any money unpaid on the shares held by the members and each member shall pay to the company as required by the notice the amount called upon his shares,
- (b) a call is only valid if the Board gives the members at least 14 clear days' notice specifying when and where payment is to be made,
- (c) at the absolute discretion of the Board a call may be postponed in whole or in part, and

(d) a member on whom a call is made shall remain liable for calls made upon him regardless of any subsequent transfer of his shares.

7.2 A call is deemed to have been made at the time when the resolution of the Board authorising the call was passed.

7.3 The Board may on an issue of shares differentiate between holders as to the amounts and times of payment of calls on their shares.

7.4 Joint holders of shares are jointly and severally liable to pay all calls in respect of those shares.

7.5 The company may charge interest on any amount that remains unpaid from the day the call became due and payable until such time as the call is paid. That interest may be fixed by the terms of the issue of the share but if no amount is fixed then it shall be 10% per annum. The company may also charge the person obliged to pay the call any costs or expenses that have been incurred by the company due to that non-payment. The Board may, at its absolute discretion, waive payment of any interest or charges under this article 7.5.

7.6 The company may receive from any member in advance any amount uncalled and unpaid upon any shares held by that member and may, until the date on which the amount becomes payable pursuant to a call, pay interest on the amount at a rate agreed between the Board and the member.

7.7 Where a call has not been paid within the time for payment, all rights and privileges attaching to that share, including the right to vote at any general meeting, are suspended until such time as the call and any interest and expenses (if any) are paid. The Board may, in its absolute discretion, waive any suspension of rights under this article 7.7.

8. FORFEITURE OF SHARES

8.1 If a call remains unpaid after it has become due and payable the Board may exercise its right to declare the share forfeit.

8.2 Before exercising any right of forfeiture the Board must:

- (a) serve on the member a notice in writing (a "forfeiture notice") demanding payment of any outstanding amount due and payable on the share,
- (b) the notice must name a date not less than 14 clear days after the date of the notice at which time the call must be paid,
- (c) the notice must contain a statement that if the call is not paid by the date specified in the forfeiture notice, the Board may exercise a right to declare the share forfeit, and
- (d) the notice must state the place where payment is to be made and the accepted payment methods.

- 8.3 If the member does not comply with the forfeiture notice the Board may, by resolution, declare that the share is forfeit. That forfeiture shall include all dividends, distributions or other money payable in respect of the forfeited share (including any interest which may have accrued and any expenses which may have been incurred by the company in respect thereof). The forfeiture takes effect at the time of the declaration ("the date of forfeiture").
- 8.4 Subject to the requirements of the Law a forfeited share may be:
- (a) sold, re-allotted, or transferred to such person and on such terms and in such manner as the Board may determine,
 - (b) cancelled, or
 - (c) held as a treasury share.
- 8.5 The holder of a share that has been forfeited ceases to be a member in respect of that share and the member's name is deemed to have been removed from the register on the date of forfeiture. The holder of the share remains liable to the company for any calls made or payable on such shares on the date of forfeiture and associated interest and expenses.
- 8.6 A declaration in writing by a director or the secretary that a share has been duly forfeited or surrendered on the date stated in the declaration shall be conclusive evidence of the facts therein against all persons claiming to be entitled to the shares and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings in reference to the forfeiture or disposal of the share.

9. TRANSFERS AND REGISTRATION OF SHARES

- 9.1 A transfer of shares shall be made in any form which the Board may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
- 9.2 Every instrument of transfer shall be left at the registered office of the company, or such other place as the Board may prescribe, with the certificate (if any) of every share to be transferred and such other evidence as the Board may reasonably require to prove the title of the transferor or his right to transfer the shares.
- 9.3 The Board may refuse to register a transfer of shares or may refuse to register a transfer until such information as the Board may require has been provided. The Board is not obliged to provide any reasons for a refusal under this article.

9.4 If the Board refuses to register a transfer of shares it shall, within a period of 2 months after the date on which the Board resolved to refuse the transfer, send to the transferor a written notice of the refusal and return the instrument of transfer to the transferor.

9.5 The person transferring the shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register in respect of the shares.

9.6 These articles are subject to, and do not limit or restrict the company's powers to transfer shares in accordance with, the Uncertificated Securities (Enabling Provisions) (Guernsey) Law, 2005 or the Uncertificated Securities (Guernsey) Regulations, 2009.

10. SUSPENSION OF SHARE TRANSFERS BY THE BOARD

10.1 The registration of transfers of shares may be suspended at such times and for such a period (not exceeding in aggregate 30 days in any calendar year) as the Board may determine.

11. SHARE CERTIFICATES

11.1 If the Board elects to issue share certificates, within 2 months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide), every member shall be entitled to receive one certificate for all of his shares or, if the member so requests, several certificates each for one or more of his shares.

11.2 Every such certificate shall be signed in accordance with the common signature, shall specify the shares to which it relates, and the amount paid up thereon, provided that in respect of a share or shares jointly held by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

11.3 If a share certificate is defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of the expenses of the company in connection with the matter and generally upon such terms as the Board shall think fit.

12. TRANSMISSION OF SHARES

12.1 Subject to the provisions of section 290 of the Law, where a member dies and that member does not own shares jointly, then the company will recognise only the personal representative of the deceased member as being entitled to the deceased member's interest in the shares. Where a member dies and that member owned shares jointly, the company will recognise only the surviving joint holder or holders as being entitled to the deceased member's interest in the shares.

12.2 Where a member becomes insolvent, has his affairs declared en désastre or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payments or compounds with creditors, or is adjudged insolvent the Board shall not be obliged to register the transfer of the share to the person entitled to the shares until that

person provides to the Board such information as the Board may reasonably require to establish that person's entitlement to the shares. The person so entitled may:

- (a) elect to be registered as the holder of the shares, or
- (b) subject to the Law and these articles, choose to transfer the shares to another person by giving a completed transfer form to the company.

13. DIVIDENDS AND DISTRIBUTIONS

- 13.1 The Board may declare and pay such dividends as it thinks fit, provided that the Board complies with Section 304 of the Law or, to the extent such section is repealed, any other section of the Law governing the payment of dividends; and
- 13.2 The Board may authorise a distribution other than dividends as it thinks fit, provided that the Board complies with Section 303 of the Law or, to the extent such section is repealed, any other section of the Law governing the declaration of distributions.
- 13.3 Subject to the rights attaching to each share, the company is not liable to pay interest or any other penalty on any dividends or distributions paid by the company.
- 13.4 The Board may deduct from any dividend or distribution any sum of money which may be due from that member as a result of any unpaid call on the share, or any other debt due and owing from the member to the company.
- 13.5 Any dividend or distribution which has remained unclaimed for 10 years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.
- 13.6 The Board may issue shares in lieu of dividends in accordance with section 306 of the Law.

14. APPOINTMENT AND REMOVAL OF DIRECTORS

- 14.1 The company shall have at least one director and may have as many directors as the members by ordinary resolution approve.
- 14.2 If for any reason whatsoever including death, resignation, removal or unavailability, the office of a director becomes vacant or is deemed vacant pursuant to article 14.3 below, or an additional director is to be appointed to the Board, the Board may appoint as a director a person who is willing to act and who, in the opinion of the Board, is an appropriate person to be appointed.
- 14.3 The office of a director shall be deemed vacant if:
 - (a) he has been absent, without permission, from Board meetings for more than 6 months,
 - (b) he becomes otherwise ineligible or incapable of continuing to act as a director for whatever reason,

- (c) he has had his affairs declared en désastre or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payments or compounds with creditors, or is adjudged insolvent,
 - (d) he is requested to resign in writing signed by all the other directors of the company (being not less than two in number), or
 - (e) the members by ordinary resolution declare that he shall cease to be a director.
- 14.4 A director (other than an alternate director) may appoint an alternate to exercise some or all of his powers as a director for either an indefinite or a specified period. The appointment of an alternate director must be in writing and a copy of the appointment must be given to the company. The appointment may be terminated at any time by instrument in writing signed by the appointing director a copy of which must be given to the company. The company shall give the alternate director notice of Board meetings if requested to do so by the appointing director. Where an alternate director exercises the appointing director's powers the exercise is as effective as if the powers were exercised by the director. An alternate director shall cease to be an alternate if the director who appointed him ceases to be a director.

15. REMUNERATION AND EXPENSES

- 15.1 The members shall by ordinary resolution specify the directors' (and where appointed the secretary's) remuneration.
- 15.2 Each director may be paid all expenses properly incurred in connection with the discharge of his duties as a director.
- 15.3 An alternate director is entitled to be paid any expenses properly incurred in connection with the discharge of his duties as an alternate director including any fees agreed to be paid. An alternate director is not entitled to be otherwise remunerated unless the members approve such remuneration by ordinary resolution.

16. DELEGATION OF POWERS

- 16.1 The Board may delegate to a committee consisting of one or more directors, any managing director, or any person holding an executive office of the company, such of its powers as the Board considers appropriate and desirable to be exercised by such committee or officer. Any such delegation may be made on such conditions, revoked, altered, or otherwise varied as the Board thinks fit.

17. APPOINTMENT OF AGENT

- 17.1 The Board may appoint any person (including any officer or employee of the company) to act as the agent of the company for such purpose and on such conditions as it determines, including the authority for the agent to execute documents on behalf of the company or delegate all or any of his powers.

18. POWER OF ATTORNEY

- 18.1 Subject to the Law, the Board may from time to time (and at any time) by power of attorney appoint any person, firm, or body of persons, whether nominated directly or indirectly by the Board, to be the attorney of the company for such purpose and with such of the Board's powers, authorities and discretion and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
- 18.2 A power of attorney given by the company shall be valid if executed by the company under the common signature of the company.

19. SECRETARY

- 19.1 The members may (but are not obliged to) appoint a company secretary by ordinary resolution. For the avoidance of doubt, the members may appoint one of the directors as company secretary or appoint a person who is not a director as the company secretary.
- 19.2 Where the members do not choose to appoint a secretary the directors may (but are not obliged to) appoint one of their number to act as both a director and company secretary or a person who is not a director and is willing to act as the secretary and, in the opinion of the Board is an appropriate person to be appointed as a secretary, to act as the company secretary.
- 19.3 The functions of the company secretary are those listed in section 171 (a) – (e) of the Law and the company secretary has a duty to take reasonable steps to ensure these are carried out.
- 19.4 The company secretary may be removed in accordance with article 14.3 as if the company secretary were a director.

20. INDEMNITY

- 20.1 The directors, secretary and other officers or employees of the company shall be indemnified out of the assets of the company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.
- 20.2 An alternate director is entitled to be indemnified under this article 20 as if he were a director.
- 20.3 The directors may without the sanction of the company in general meeting authorise the purchase or maintenance by the company for any officer or former officer of the company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer.

21. BOARD MEETINGS

21.1 The directors may regulate their proceedings as they think fit and may determine amongst themselves any matter relating to the proceedings of Board meetings including:

- (a) the number and frequency of meetings,
- (b) the quorum required for the holding of meetings,
- (c) the appointment and removal of a Chairman of the Board, and
- (d) the establishment of committees of the Board.

21.2 Unless the directors otherwise resolve under article 21.1(b) the quorum for a Board meeting shall be two directors unless the company has a single director. In that case the single director alone is deemed to be a quorum.

21.3 Where a director and his alternate director are present, the alternate director shall not be counted as part of any quorum nor shall he be entitled to vote.

21.4 Questions arising at any Board meeting shall be decided by a majority of votes. Each director is entitled to cast a single vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

21.5 The Board may pass a resolution without convening a Board meeting if all directors entitled to vote on the resolution sign and date a document containing a statement that they are in favour of the resolution set out in the document (a "circulating resolution"). The circulating resolution may be executed by each director in counterpart. The circulating resolution is passed when the last director entitled to vote signs the circulating resolution.

22. CONFLICTS OF INTEREST

22.1 A director must, immediately after becoming aware of the fact that he is interested in a transaction or proposed transaction with the company, disclose to the Board the nature and extent of his interest.

22.2 Article 22.1 shall not apply if:

- (a) the transaction or proposed transaction is between the director and the company; and
- (b) the transaction or proposed transaction is or is to be entered into in the ordinary course of the company's business and on usual terms and conditions.

22.3 A general disclosure to the Board to the effect that a director has an interest (as director, officer, employee, member or otherwise) in a party and is to be regarded as interested in any transaction which may after the date of the disclosure be entered into with that party is sufficient disclosure of interest in relation to that transaction.

22.4 Nothing in articles 22.1 to 22.3 above applies in relation to:

- (a) remuneration or other benefit given to a director;
- (b) insurance purchased or maintained for a director in accordance with Section 158 of the Law; or
- (c) qualifying third party indemnity provision provided for a director in accordance with Section 159 of the Law.

22.5 A director who is interested in a transaction entered into, or to be entered into, by the company, may:

- (a) vote on a matter relating to the transaction;
- (b) attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purpose of a quorum;
- (c) sign a document relating to the transaction on behalf of the company; and
- (d) do any other thing in his capacity as a director in relation to the transaction,

as if the director were not interested in the transaction.

22.6 Subject to article 22.7, a director of the company is interested in a transaction to which the company is a party if the director:

- (a) is a party to, or may derive a material benefit from, the transaction;
- (b) has a material financial interest in another party to the transaction;
- (c) is a director, officer, employee or member of another party (other than a party which is an associated company) who may derive a material financial benefit from the transaction;
- (d) is the parent, child or spouse of another party who may derive a material financial benefit from the transaction; or
- (e) is otherwise directly or indirectly materially interested in the transaction.

22.7 A director is not interested in a transaction to which the company is a party if the transaction comprises only the giving by the company of security to a third party which has no connection with the director, at the request of the third party, in respect of a debt or obligation of the company for which the director or another person has personally assumed responsibility in whole or in part under a guarantee, indemnity or security.

22.8 A director may hold any other office or place of profit under the company (other than Auditor) in conjunction with his office of director on such terms and for such period as the Board may determine. No director or intending director shall be disqualified by his office contracting with the company as vendor, purchaser or otherwise nor shall any such

contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested be liable to be avoided nor shall any such contracting director be liable to account to the company for any profits realised by any such contract or arrangement of such director holding that office or of the fiduciary relationship thereby established.

- 22.9 Any director may act by himself or his firm in a professional capacity for the company (other than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 22.10 Any director may continue to be or become a director, managing director, manager or other officer or member of any company in which the company may be interested and (unless otherwise agreed) no such director shall be accountable to the company for any remuneration or other benefits received by him as director, managing director, manager or other officer or member of any such other company.

23. NOTICE OF GENERAL MEETINGS

- 23.1 A general meeting of the company (other than an adjourned meeting) must be called by notice of at least 10 days or such lesser period as may be prescribed by the Law from time to time. A general meeting may be called by shorter notice than otherwise required if all of the members entitled to attend and vote so agree.
- 23.2 Notice of a meeting may be sent in electronic form or published on a website in accordance with section 208 and Schedule 3 to the Law.
- 23.3 Notice of a general meeting of the company must be sent to:
- (a) every member; and
 - (b) every director.
- 23.4 Notice of a general meeting of the company must:
- (a) state the time and date of the meeting;
 - (b) state the place of the meeting;
 - (c) contain any information required under section 176(6) in respect of an ordinary resolution which is to be proposed at the meeting;
 - (d) contain any information required under section 178(6)(a) in respect of a resolution which is to be proposed as a special resolution at the meeting;
 - (e) contain any information required under section 179(6)(a) in respect of a resolution which is to be proposed as a waiver resolution at the meeting;
 - (f) contain any information required under section 180(3)(a) in respect of a resolution which is to be proposed as a unanimous resolution at the meeting; and

(g) state the general nature of the business to be dealt with at the meeting.

23.5 In every notice calling a meeting of the company, there must appear a statement informing the member of:

(a) his rights to appoint a proxy under these articles and section 222 of the Law; and

(b) the right to appoint more than one proxy.

23.6 A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company is deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

24. EXTRAORDINARY GENERAL MEETINGS

24.1 All general meetings save those called under section 199 of the Law shall be called "Extraordinary General Meetings".

25. GENERAL MEETINGS

25.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum for a general meeting shall be:

(a) if the company only has one member, one qualifying person present at the meeting; or

(b) in any other case, two qualifying persons holding 5% of the total voting rights of the company between them.

For the purposes of these articles, a "qualifying person" means (i) a person who is a member of the company or (ii) a person appointed as proxy of the member in relation to the meeting.

25.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week at the same time and place, or such day, time and place as the Chairman may determine and, if at such adjourned meeting a quorum is not present within five minutes from the time appointed for the holding of the meeting, those members present in person or by proxy shall be a quorum.

25.3 A member participating by telephone or other communication, so that each member participating in the communication can hear or read what is said or communicated by the others, shall be deemed to be present at the meeting and shall be counted in a quorum and entitled to vote. Such meeting shall be treated as a validly held meeting of the members and shall be deemed to have been held in the place where the Chairman is present.

- 25.4 The Board may determine that a list of the names and addresses of all members shall not be available for inspection at meetings of the company.

26. ELECTION AND POWERS OF CHAIRMAN

- 26.1 The Chairman of any general meeting shall be either:

- (a) the Chairman of the Board,
- (b) in the absence of the Chairman, or if the Board has no Chairman, then the Board shall nominate one of their number to preside as Chairman,
- (c) if neither the Chairman of the Board nor the nominated director are present at the meeting then the directors present at the meeting shall elect one of their number to be the Chairman,
- (d) if only one director is present at the meeting then he shall be Chairman of the general meeting, or
- (e) if no directors are present at the meeting then the members present shall elect a Chairman for the meeting by an ordinary resolution.

- 26.2 The Chairman of the general meeting shall conduct the meeting in such a manner as he thinks fit and may adjourn the meeting from time to time from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. In addition the Chairman may limit the time for members to speak.

27. RIGHT OF DIRECTORS TO SPEAK

- 27.1 A director of the company shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company regardless of whether that director is a member of the company or of the relevant class of shares.

28. VOTING AND POLLS

- 28.1 Unless the Board directs otherwise, the rights of a member to vote at a general meeting are suspended if that member has failed to pay any sum due and owing on his share whether that sum is due as a result of a failure to pay a call or otherwise.

- 28.2 Voting on any resolution proposed at a general meeting shall be done on the basis of a show of hands unless a poll is demanded. Where a member is participating in a general meeting under section 217 of the Law, the Chairman shall determine how that member's vote on a show of hands shall be counted.

- 28.3 A poll may be demanded in accordance with section 216 of the Law and may be demanded by:

- (a) the Chairman,

- (b) at least two members having the right to vote on the resolution, or
- (c) a member or members representing not less than 10% of the total voting rights of all members having the right to vote on the resolution.

28.4 Subject to the provisions of the Law a poll shall be taken as the Chairman directs and he may:

- (a) appoint scrutineers (who need not be members),
- (b) fix a time and place for the poll and for the declaration of the results of the poll provided that neither shall take place any later than 30 days following the general meeting, and
- (c) if necessary adjourn the general meeting to enable a poll to be organised.

28.5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other questions shall be taken either immediately or at such day, time and place as the Chairman directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is withdrawn, the meeting shall continue as if the demand had not been made.

28.6 No notice need be given of a poll not taken immediately if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the day time and place at which the poll is to be taken.

29. **PROXIES**

29.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the member and shall be in the form approved by the Board. The Board may resolve to permit instruments appointing proxies to be received by facsimile or email.

29.2 An instrument appointing a proxy is only valid if it is:

- (a) sent to the company's registered office, or
- (b) sent by facsimile to the telephone number nominated by the Board if the Board resolves to accept proxy appointments by facsimile, or
- (c) sent by email to the email address nominated by the company if the Board resolves to accept proxy appointments by email.

29.3 If the Board resolves under article 29.2(b) or (c) to accept proxy appointments by facsimile or email then the notice of general meeting must contain the nominated facsimile number and email address.

30. BODIES CORPORATE ACTING BY REPRESENTATIVES

- 30.1 Any body corporate which is a member of the company may appoint such other person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company and exercise the member's powers accordingly.

31. NOTICE

- 31.1 A notice or other communication may be given by the company to any member either personally or by sending it by prepaid post addressed to such member at his registered address (or, subject to article 31.2, in electronic form) or if he desires that notices shall be sent to some other address or person to the address or person nominated for such purpose.
- 31.2 All members are deemed to have agreed to accept communication from the company by electronic means unless the members notify the company otherwise. Notice under this article 31.2 must be in writing and signed by the member and delivered to the company's registered office or such other place as the Board directs.
- 31.3 Any notice or other document, if served by post (including registered post, recorded delivery service or ordinary letter post), shall be deemed to have been served on the second day after the day on which such notice or document was posted to an address in the United Kingdom, the Channel Islands or the Isle of Man and, in any other case, on the third day after the day of posting, excluding in each case any day which is not a working day, provided that, if at any time the Law provides for any different period of deemed service, the latter shall apply in place of the relevant period set out in this article 31.3.
- 31.4 Service of a document sent by post shall be proved by showing the date of posting, the address thereon and the fact of prepayment.
- 31.5 Any notice or other document, if transmitted by electronic communication, facsimile transmission or other similar means which produce or enable the production of a document containing the text of the communication, shall be regarded as served immediately after it was transmitted, unless the contrary is shown.
- 31.6 A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share.
- 31.7 Any notice or other communication sent to the address of any member shall, notwithstanding the death, disability or insolvency of such member and whether the company has notice thereof, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder and such service shall, for all purposes, be deemed a sufficient service of such notice of document on all persons interested (whether jointly with or as claiming through or under him) in any such share.
- 31.8 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from which he derives his title.

32. OMISSION OR NON-RECEIPT OF NOTICE

- 32.1 The accidental failure to provide notice of a meeting, or to send any other document, to a person entitled to receive such notice or document shall not invalidate the proceedings at that meeting or call into question the validity of any actions, resolutions or decisions taken.

33. COMMON SIGNATURE

- 33.1 The common signature of the company may be either:
- (a) the registered name of the company with the addition of the signature(s) of one or more officer(s) of the company authorised generally or specifically by the Board for such purpose, or such other person or persons as the Board may from time to time appoint, or
 - (b) if the Board resolves that the company shall have a common seal, the common seal of the company affixed in such manner as these articles may from time to time provide.

34. SEAL

- 34.1 If the Board elects to have a common seal, the Board shall provide for the safe custody of the seal which shall only be used pursuant to a resolution passed at a meeting of the Board and every instrument to which the seal is affixed shall be signed in accordance with part (a) of the common signature as set out in article 33.1.



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC036346

UK Establishment No. BR021434

The Registrar of Companies hereby certifies that

MATANNA CAPITAL PARTNERS LIMITED

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **19th June 2019**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES