



FILE COPY

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

Company No NI604652

The Registrar of Companies for Northern Ireland hereby certifies that

NORTHERN REFRIGERATION SERVICES 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 Northern Ireland

Given at Companies House on **4th October 2010**



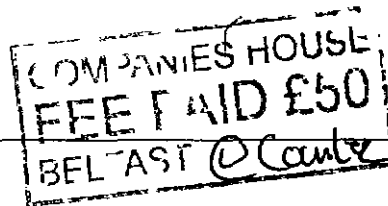
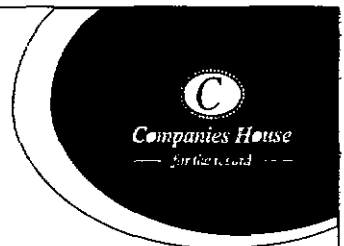
NNI604652F



Companies House
— the official —

IN01

Application to register a company

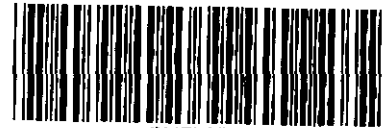


A fee is payable with this form
Please see How to pay on the last page

☒ What this form is for
You may use this form to register a
private or public company

☒ What this form is NOT for
You cannot use this form to register a
limited liability partnership (LLP)
this please use form LL IN01

FRIDAY



JXJFXNVT
JNI 01/10/2010 40
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

NORTHERN REFRIGERATION SERVICES LIMITED

For official use

--	--	--	--	--	--	--	--

① Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

② 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.companieshouse.gov.uk

A3 Exemption from name ending with Limited or Cyfyngedig ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with Limited Cyfyngedig or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with Limited
Cyfyngedig or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members
liability (only one box must be ticked)

- ☐ Public limited by shares
☒ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5	Situation of registered office ①		<p>① Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence</p> <p>For England and Wales companies, the address must be in England or Wales</p> <p>For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively</p>
<p>Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)</p> <p><input type="checkbox"/> England and Wales</p> <p><input type="checkbox"/> Wales</p> <p><input type="checkbox"/> Scotland</p> <p><input checked="" type="checkbox"/> Northern Ireland</p>			
A6	Registered office address ②		<p>② Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A5</p> <p>You must provide an address in England or Wales for companies to be registered in England and Wales.</p> <p>You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively</p>
Please give the registered office address of your company			
Building name/number	DUNDONALD ENTERPRISE PARK		
Street	CARROWREAGH ROAD		
Post town	DUNDONALD		
County/Region	DOWN		
Postcode	<div style="display: flex; border: 1px solid black; padding: 2px;"> B T 1 6 1 Q T </div>		
A7	Articles of association ③		<p>③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk</p>
Please choose one option only and tick one box only			
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box</p> <p><input checked="" type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>		
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>		
Option 3	<p><input type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application</p>		
A8	Restricted company articles ④		<p>④ Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk</p>
<p>Please tick the box below if the company's articles are restricted</p> <p><input type="checkbox"/></p>			

IN01

Application to register a company



Part 2**Proposed officers**

For private companies the appointment of a secretary is optional however if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual go to Section B1. For a corporate secretary go to Section C1. For a director who is an individual go to Section D1. For a corporate director go to Section E1.

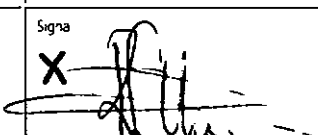
Secretary

B1		Secretary appointments ①	
		Please use this section to list all the secretary appointments taken on formation. For a corporate secretary complete Sections C1 C5	
Title			① Corporate appointments For corporate secretary appointments please complete section C1 C5 instead of section B. Additional appointments If you wish to appoint more than one secretary please use the Secretary appointments continuation page. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
Full forename(s)			
Surname			
Former name(s) ②			
B2		Secretary's service address ③	
Building name/number			③ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state The Company's Registered Office if your service address will be recorded in the proposed company's register of secretaries as the company's registered office. If you provide your residential address here it will appear on the public record.
Street			
Post town			
County/Region			
Postcode			
Country			
B3		Signature ④	
		I consent to act as secretary of the proposed company named in Section A1	
Signature	S g w  		④ Signature The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary please use the Corporate secretary appointments continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm	ICC TRUST & CORPORATE SERVICES LIMITED	
Building name/number	THE CHASE	
Street	CARMANHALL ROAD	
Post town	SANDYFORD	
County/Region	DUBLIN	
Postcode	1 8	
Country	REPUBLIC OF IRELAND	
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 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.companieshouse.gov.uk 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	REPUBLIC OF IRELAND	
Registration number	474366	
C4 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		
Governing law		
If applicable where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		
I consent to act as secretary of the proposed company named in Section A1		⑤ Signature The person named above consents to act as corporate secretary of the proposed company.
Signature	Signa 	

IN01

Application to register a company

Director**D1 Director appointments ①**

Please use this section to list all the director appointments taken on formation For a corporate director complete Sections E1 E5	
Title	
Full forename(s)	JON
Surname	ROCK
Former name(s) ②	
Country/State of residence ③	REPUBLIC OF IRELAND
Nationality	IRISH
Date of birth	d2 d4 m0 m6 y1 y9 y5 y0
Business occupation (if any) ④	COMPANY SECRETARY

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

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

Additional appointments

If you wish to appoint more than one director please use the Director appointments continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	17
Street	BROOKFIELD
Post town	RUSH
County/Region	DUBLIN
Postcode	N / A
Country	REPUBLIC OF IRELAND

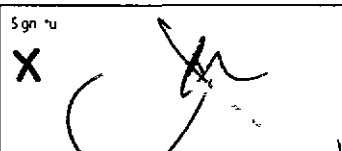
⑤ Service address

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

Please state The Company's Registered Office if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1	
Signature	

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1 Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director complete Sections E1 E5

Title										
Full forename(s)										
Surname										
Former name(s) ②										
Country/State of residence ③										
Nationality										
Date of birth	d	d	m	m	y	y	y	y		
Business occupation (if any) ④										

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

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

Additional appointments

If you wish to appoint more than one director please use the Director appointments continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number										
Street										
Post town										
County/Region										
Postcode										
Country										

⑤ Service address

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

Please state The Company's Registered Office if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1

Signature	Signature  									
-----------	--	--	--	--	--	--	--	--	--	--



⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director please use the Corporate director appointments continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 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			
Registration number			
E4	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			
Governing law			
If applicable where the company/firm is registered ④			
If applicable the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY SHARES	£1 00	NIL	100	£ 100 00
				£
				£
				£
Totals			100	£ 100 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 100 ORDINARY

Total aggregate nominal value ④ £100 00

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

ORDINARY SHARES OF £1 00 EACH

Prescribed particulars
①

HOLDERS OF ORDINARY SHARES HAVE THE RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY TO RECEIVE DIVIDENDS AND TO PARTICIPATE FULLY IN A DISTRIBUTION OF ASSETS ON A WINDING UP

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights including rights that arise only in certain circumstances
- b particulars of any rights, as respects dividends, to participate in a distribution
- c particulars of any rights, as respects capital to participate in a distribution (including on winding up) and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a Statement of Capital (Prescribed particulars of rights attached to shares) continuation page if necessary

IN01

Application to register a company

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

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an Initial shareholdings continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
<small>Name</small> RACHEL SULLIVAN	ORDINARY	50	STERLING	£1.00	NIL	£50.00
<small>Address</small> THE CHASE CARMANHALL ROAD SANDYFORD DUBLIN 18						
<small>Name</small> CHRISTINA CAWLEY	ORDINARY	50	STERLING	£1.00	NIL	£50.00
<small>Address</small> THE CHASE CARMANHALL ROAD SANDYFORD DUBLIN 18						
<small>Name</small> 						
<small>Address</small> 						
<small>Name</small> 						
<small>Address</small> 						
<small>Name</small> 						
<small>Address</small> 						
<small>Name</small> 						
<small>Address</small> 						

IN01

Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ¹**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X



X

Subscriber's signature

Signature

X



X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a Subscribers continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Sg tu X	X
Subscriber's signature	Sg tu X	X
Subscriber's signature	Sg tu X	X
Subscriber's signature	Sg re X	X
Subscriber's signature	Sg tar X	X
Subscriber's signature	Sgnar e X	X
Subscriber's signature	Sg tu X	X
Subscriber's signature	Sg re X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association			
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with			
Agent's signature	Signature X	X	

**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 JON ROCK

Company name ICC FORMATIONS

Address THE CHASE

CARMANHALL ROAD

Postcode SANDYFORD

County/Region DUBLIN

Postal code 1 8

Country REPUBLIC OF IRELAND

DX

Telephone 01 256 6202

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008 please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address) DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the 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

**How to pay**

A fee of £20 is payable to Companies House to register a 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

For companies registered in England and Wales
 The Registrar of Companies Companies House
 Crown Way Cardiff Wales CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland
 The Registrar of Companies Companies House
 Fourth floor Edinburgh Quay 2
 139 Fountainbridge Edinburgh Scotland EH3 9FF
 DX ED235 Edinburgh 1
 or LP 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
 The Registrar of Companies Companies House
 First Floor Waterfront Plaza 8 Laganbank Road
 Belfast Northern Ireland BT1 3BS
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for or have been granted a section 243 exemption please post this whole form to the different postal address below

The Registrar of Companies PO Box 4082
 Cardiff CF14 3WE

**Further information**

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

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

Companies Act 2006

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

NORTHERN REFRIGERATION SERVICES LIMITED

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share

NAME OF SUBSCRIBER

PHILIP GILBOY



ELIZABETH NILAND



Dated 23^d September 2010

Companies Act 2006
COMPANY HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
NORTHERN REFRIGERATION SERVICES LIMITED

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Liability of members

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

- 3 Directors' general authority
- 4 Shareholders' reserve power
- 5 Directors may delegate
- 6 Committees

DECISION MAKING BY DIRECTORS

- 7 Directors to take decisions collectively
- 8 Unanimous decisions
- 9 Calling a directors' meeting
- 10 Participation in directors' meetings
- 11 Quorum for directors' meetings
- 12 Chairing of directors' meetings
- 13 Casting vote
- 14 Conflicts of interest
- 15 Records of decisions to be kept
- 16 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 17 Methods of appointing directors
- 18 Termination of director s appointment
- 19 Directors remuneration
- 20 Directors expenses

PART 3 SHARES AND DISTRIBUTIONS SHARES

- 21 All shares to be fully paid up
- 22 Powers to issue different classes of share
- 23 Company not bound by less than absolute interests
- 24 Share certificates
- 25 Replacement share certificates
- 26 Share transfers
- 27 Transmission of shares
- 28 Exercise of transmittes rights
- 29 Transmittes bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

- 30 Procedure for declaring dividends
- 31 Payment of dividends and other distributions
- 32 No interest on distributions
- 33 Unclaimed distributions
- 34 Non cash distributions
- 35 Waiver of distributions

CAPITALISATION OF PROFITS

- 36 Authority to capitalise and appropriation of capitalised sums

PART 4 DECISION MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

- 37 Attendance and speaking at general meetings
- 38 Quorum for general meetings
- 39 Chairing general meetings
- 40 Attendance and speaking by directors and non shareholders
- 41 Adjournment

VOTING AT GENERAL MEETINGS

- 42 Voting general
- 43 Errors and disputes
- 44 Poll votes
- 45 Content of proxy notices
- 46 Delivery of proxy notices
- 47 Amendments to resolutions

PART 5 ADMINISTRATIVE ARRANGEMENTS

- 48 Means of communication to be used
- 49 Company seals
- 50 No right to inspect accounts and other records
- 51 Provision for employees on cessation of business

DIRECTORS INDEMNITY AND INSURANCE

- 52 Indemnity
- 53 Insurance

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1** In the articles unless the context requires otherwise—

articles means the company's articles of association

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

chairman has the meaning given in article 12

chairman of the meeting has the meaning given in article 39

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

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

distribution recipient has the meaning given in article 31

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

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

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

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

holder in relation to shares means the person whose name is entered in the register of

members as the holder of the shares

instrument means a document in hard copy form

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

paid means paid or credited as paid

participate in relation to a directors meeting has the meaning given in article 10

proxy notice has the meaning given in article 45

shareholder means a person who is the holder of a share

shares means shares in the company

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

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

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

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

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

Liability of members

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

PART 2

DIRECTORS

DIRECTORS POWERS AND RESPONSIBILITIES

Directors' general authority

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

Shareholders reserve power

- 4 —(1) The shareholders may by special resolution direct the directors to take or refrain from taking specified action
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

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

- (a) to such person or committee
- (b) by such means (including by power of attorney)
- (c) to such an extent
- (d) in relation to such matters or territories and
- (e) on such terms and conditions

as they think fit

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

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

Committees

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

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

DECISION MAKING BY DIRECTORS

Directors to take decisions collectively

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

(2) If—

- (a) the company only has one director and
- (b) no provision of the articles requires it to have more than one director

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

Unanimous decisions

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

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

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

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

Calling a directors meeting

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

(2) Notice of any directors meeting must indicate—

- (a) its proposed date and time
- (b) where it is to take place and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place how it is proposed that they should communicate with each other during the meeting

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

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

Participation in directors meetings

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

- (a) the meeting has been called and takes place in accordance with the articles and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

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

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

Quorum for directors' meetings

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

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

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

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

Chairing of directors' meetings

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

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

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

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

Casting vote

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

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

Conflicts of interest

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

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

(3) This paragraph applies when—

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

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

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

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

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

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

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

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

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

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

Records of decisions to be kept

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

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

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

- (a) by ordinary resolution or
- (b) by a decision of the directors

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

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

Termination of director's appointment

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

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law
- (b) a bankruptcy order is made against that person
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months
- (e) by reason of that person's mental health a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have
- (f) notification is received by the company from the director that the director is resigning from office and such resignation has taken effect in accordance with its terms

Directors remuneration

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

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

- (a) for their services to the company as directors and
- (b) for any other service which they undertake for the company

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

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

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

Directors' expenses

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

- (a) meetings of directors or committees of directors
- (b) general meetings or
- (c) separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

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

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

Powers to issue different classes of share

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

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

Company not bound by less than absolute interests

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

Share certificates

- 24** —(1) The company must issue each shareholder free of charge with one or more certificates in respect of the shares which that shareholder holds
- (2) Every certificate must specify—
- (a) in respect of how many shares of what class it is issued
 - (b) the nominal value of those shares
 - (c) that the shares are fully paid and
 - (d) any distinguishing numbers assigned to them
- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share only one certificate may be issued in respect of it
- (5) Certificates must—
- (a) have affixed to them the company's common seal or
 - (b) be otherwise executed in accordance with the Companies Acts

Replacement share certificates

- 25** —(1) If a certificate issued in respect of a shareholder's shares is—
- (a) damaged or defaced or
 - (b) said to be lost, stolen or destroyed that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- (2) A shareholder exercising the right to be issued with such a replacement certificate—
- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates
 - (b) must return the certificate which is to be replaced to the company if it is damaged or defaced and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

Share transfers

- 26** —(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors which is executed by or on behalf of the transferor
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (3) The company may retain any instrument of transfer which is registered
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- (5) The directors may refuse to register the transfer of a share and if they do so the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

Transmission of shares

- 27** —(1) If title to a share passes to a transferee the company may only recognise the transferee as having any title to that share
- (2) A transferee who produces such evidence of entitlement to shares as the directors may properly require—

- (a) may subject to the articles choose either to become the holder of those shares or to have them transferred to another person and
 - (b) subject to the articles and pending any transfer of the shares to another person has the same rights as the holder had
- (3) But transmittes do not have the right to attend or vote at a general meeting or agree to a proposed written resolution in respect of shares to which they are entitled by reason of the holder's death or bankruptcy or otherwise unless they become the holders of those shares

Exercise of transmittes' rights

- 28** —(1) Transmittes who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- (2) If the transmittes wishes to have a share transferred to another person the transmittes must execute an instrument of transfer in respect of it
- (3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittes has derived rights in respect of the share and as if the event which gave rise to the transmission had not occurred

Transmittes bound by prior notices

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

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

- 30** —(1) The company may by ordinary resolution declare dividends and the directors may decide to pay interim dividends
- (2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- (3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- (4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend or the terms on which shares are issued specify otherwise it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- (5) If the company's share capital is divided into different classes no interim dividend may be paid on shares carrying deferred or non preferred rights if at the time of payment any preferential dividend is in arrear
- (6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- (7) If the directors act in good faith they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non preferred rights

Payment of dividends and other distributions

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

- (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share) or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide
 - (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide or
 - (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide
- (2) In the articles 'the distribution recipient' means in respect of a share in respect of which a dividend or other sum is payable—
- (a) the holder of the share or
 - (b) if the share has two or more joint holders whichever of them is named first in the register of members or
 - (c) if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise by operation of law the transmittee

No interest on distributions

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

- (a) the terms on which the share was issued or
- (b) the provisions of another agreement between the holder of that share and the company

Unclaimed distributions

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

- (a) payable in respect of shares and
 - (b) unclaimed after having been declared or become payable
- may be invested or otherwise made use of by the directors for the benefit of the company until claimed
- (2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it
- (3) If—
- (a) twelve years have passed from the date on which a dividend or other sum became due for payment and
 - (b) the distribution recipient has not claimed it
- the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company

Non cash distributions

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

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

(a) fixing the value of any assets

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

(c) vesting any assets in trustees

Waiver of distributions

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

(a) the share has more than one holder or

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

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

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

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

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

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

(2) Capitalised sums must be applied—

(a) on behalf of the persons entitled and

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

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

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

(5) Subject to the articles the directors may—

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

- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments) and
- (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 37 —(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting during the meeting any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote during the meeting on resolutions put to the vote at the meeting and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (4) In determining attendance at a general meeting it is immaterial whether any two or more members attending it are in the same place as each other
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting they are (or would be) able to exercise them

Quorum for general meetings

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

Chairing general meetings

- 39 —(1) If the directors have appointed a chairman the chairman shall chair general meetings if present and willing to do so
- (2) If the directors have not appointed a chairman or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present or
 - (b) (if no directors are present) the meeting
- must appoint a director or shareholder to chair the meeting and the appointment of the chairman of the meeting must be the first business of the meeting

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

Attendance and speaking by directors and non shareholders

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

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

(a) shareholders of the company or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings to attend and speak at a general meeting

Adjournment

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

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

(a) the meeting consents to an adjournment or

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

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

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

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

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

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

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

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

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

VOTING AT GENERAL MEETINGS

Voting general

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

Errors and disputes

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

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

Poll votes

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

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

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

(2) A poll may be demanded by—

(a) the chairman of the meeting

(b) the directors

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

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

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

(a) the poll has not yet been taken and

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

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

Content of proxy notices

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

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

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

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

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

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

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

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

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

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

Delivery of proxy notices

- 46** —(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- 47** —(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine) and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 48** —(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

Company seals

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

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

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

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

(a) any director of the company

(b) the company secretary (if any) or

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

No right to inspect accounts and other records

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

Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

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

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

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

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

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

(3) In this article—

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

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

Insurance

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

(2) In this article—

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

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

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