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COMPANIES HOUSE

**THE COMPANIES ACTS 1985 TO 2006****PRIVATE COMPANY LIMITED BY SHARES**

Dundee 20/01/14

Confirmed a true and complete copy

Signed [Signature]

Notary Public

**WRITTEN RESOLUTIONS OF THE MEMBERS OF MANCAL HOLDINGS LIMITED ("the Company")**

**(Registered Number: SC083081)**

27 December

**Circulation Date: 27 November 2013**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed, resolution 1 as an Ordinary Resolution and resolution 2 as a Special Resolution (the "Resolutions"):-

**ORDINARY RESOLUTION**

1. THAT subject to and conditional upon the passing of resolution 2 below, 1,000 issued Ordinary Shares of £1.00 each registered in the name of Adelaide Campbell Christie Toft be and are hereby re-classified and re-designated as 1,000 B Ordinary shares of £1.00 each, said re-classified and re-designated shares having the rights set out in the new Articles of Association of the Company aftermentioned.

**SPECIAL RESOLUTION**

2. THAT the regulations annexed as relative hereto be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company.

**Please read the notes at the end of this document before signifying your agreement to the undernoted resolution.**

[Signature]  
Nicola Jane Howard

27th December 2013  
Date

[Signature]  
Adelaide Campbell Toft

31 December 2013  
Date

[Signature]  
Michael Derek Craig Toft

26th December 2013  
Date

**Notes:**

1. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
  - **By Hand:** delivering the signed copy to the Company (marked for the attention of the Company Secretary).
  - **Post:** returning the signed copy by post to the Company (marked for the attention of the Company Secretary).

- **Fax:** faxing the signed copy to the Company marked "For the attention of the Company Secretary".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company Secretary.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. Please note however that the resolution will be legally binding if it is passed by the requisite majorities, whether or not you have replied.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date noted above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document (where the Company does not already hold a copy of the relevant power of attorney or authority).

THE COMPANIES ACT 1948 to 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MANCAL HOLDINGS LIMITED

(Adopted by Special Resolution on 31 December 2013)

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1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
2. \*The issued share capital of the Company as at the date of adoption of these Articles is £200,000 divided into 99,000 Ordinary Shares of £1 each (in these Articles referred to as "Ordinary Shares"), 100,000 A Ordinary Shares of £1 each (in these Articles referred to as "A Ordinary Shares") and 1,000 B Ordinary Shares of £1 each (in these Articles referred to as "B Ordinary Shares"). Subject to the provisions of the Companies Act 2006 (the "Act"), the rights attaching to the Ordinary Shares, the A Ordinary Shares and the B Ordinary Shares shall be as follows:-

A. As regards income:

The profits of the Company available for dividend and resolved to be distributed among the holders of the Ordinary Shares shall be distributed by way of dividend among the holders of the Ordinary Shares rateably according to the number of Ordinary Shares held by them respectively.

The profits of the Company available for dividend and resolved to be distributed among the holders of the B Ordinary Shares shall be distributed by way of dividend among the holders of the B Ordinary Shares rateably according to the number of B Ordinary Shares held by them respectively.

The holders of the A Ordinary Shares shall not be entitled to payment of a dividend.

B. As regards capital:

On return of assets on liquidation or otherwise, the assets of the Company available for distribution shall be applied as follows:-

First, to the holders of the A Ordinary Shares the sum of £100,000 being a proportion of the net asset value of the Company as at 31<sup>st</sup> May, 1996, such value to be fixed by the auditors of the Company and such sum to be distributed among the holders of the A Ordinary Shares rateably, according to the number of A Ordinary Shares held by them respectively.

Secondly, to the holders of the Ordinary Shares and the holders of the B Ordinary Shares a sum equal to the balance of the said net asset value of the Company such balance to be distributed among the holders of the Ordinary Shares and the holders of the B Ordinary Shares rateably, according to the number of shares held by them respectively, together with a sum equal to any arrears, deficiency or accruals of the dividend on the Ordinary Shares or B Ordinary Shares (as the case may be), to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned.

Thereafter, to the holders of the A Ordinary Shares, the balance or any surplus of assets rateably according to the number of A Ordinary Shares held by the holders of the A Ordinary Shares respectively.

C. As regards voting:

Subject as aftermentioned, at any General Meeting of the Company, on a show of hands, every Member of the Company who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote and on a poll every Member who is present in person or by proxy or (being a corporation) by representative and entitled to vote shall have one vote for each Ordinary Share, one vote for each A Ordinary Share and one vote for each B Ordinary Share held by him respectively; PROVIDED THAT the A Ordinary Shares shall entitle the holders thereof to receive notice of and to attend any General Meeting of the Company but shall only entitle the holders thereof to vote thereat in connection with the following items of business:-

- (i) the consideration of a resolution for the winding up of the Company; or
- (ii) the consideration of a resolution affecting in any way the rights or privileges attached to the A Ordinary Shares.

- 3. (a) Whenever the Share Capital of the Company is divided into different classes of Shares, the rights attached to any class of Share may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holder or holders of three-fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate Meeting of the holders of the Shares of that class, but not otherwise. To every such separate

Meeting, all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued Shares of the class and that the holders of Shares of the class shall on a poll (which may be demanded by any holder of Shares of the class present in person or by proxy) have one vote in respect of every Share of the class held by them respectively.

- (b) Subject to Article 2A and the provisions of the Act, the directors may at any time resolve to pay an interim dividend or recommend a final dividend on any one or more classes of shares and either at the same or differing amounts of dividend per class of share.
- 4. (a) The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
  - (b) Accordingly, Clause 79 in Table A shall not apply to the Company.
- 5. The directors are unconditionally authorised, for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980, Sub-Sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.
- 6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register a transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.
- 7. (a) The directors may with the authority of an ordinary resolution of the Company:-
  - (i) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
  - (ii) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their

behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

- (iii) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- (iv) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

- (b) Regulations 128 and 129 in Table A shall not apply to the Company.