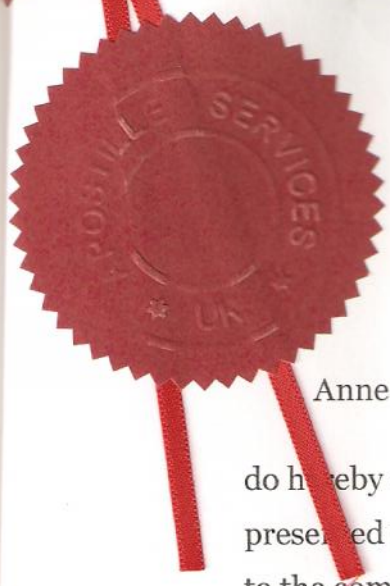


APOSTILLE SERVICES

UK Document Legalisation



Anne Christine Browner, Solicitor of 8, Plymouth Road, Tavistock, United Kingdom
do hereby certify that the documents detailed below and attached herewith are presented to me as downloaded from Companies House and I understand relate to the company:

EUD INTERNATIONAL FOUNDATION C.I.C.

Registered in England & Wales on 8th DECEMBER 2010 number: 7464004

Signature:  Date: 7th AUGUST 2015

DOCUMENTS CERTIFIED

Anne C Browner
Curtis BMD Solicitors
8 Plymouth Road
Tavistock, Devon
PL19 8AY

1. Certificate of Incorporation
2. IN01 Application to register a company
3. Memorandum of Association

APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Country: Pays/Pais		United Kingdom of Great Britain and Northern Ireland	
This public document Le présent acte public / El presente documento público			
2. Has been signed by a été signé par ha sido firmado por		Anne C Browner	
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de		Solicitor.	
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Not Applicable	
Certified Attesté / Certificado			
5. at à / en	London	6. the le / el día	12 August 2015
7. by par / por		Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs	
8. Number sous no / bajo el número		K637728	
9. Seal / stamp: Sceau / timbre: Sello / timbre:		10. Signature: K. Dunn Signature: Firma:	



This Apostille is not to be used in the UK and only confirms the authenticity of the signature, seal or stamp on the attached UK public document. It does not confirm the authenticity of the underlying document. Apostilles attached to documents that have been photocopied and certified in the UK confirm the signature of the UK public official who conducted the certification only. It does not authenticate either the signature on the original document or the contents of the original document in any way.

If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

Este documento no debe utilizarse en el Reino Unido y solo confirma la autenticidad de la firma, el sello o el sello en el documento público adjunto. No confirma la autenticidad del documento subyacente. Las apostillas adjuntas a documentos que han sido copiados y certificados en el Reino Unido confirman la firma del funcionario público que realizó la certificación solo. No autentica ni la firma en el documento original ni el contenido del documento original de ninguna manera.

2015



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company No. 7464004

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

EUD INTERNATIONAL FOUNDATION C.I.C.

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



N07464004C

Given at Companies House on **8th December 2010.**



Companies House
— for the rest of us! —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Application to register a company



100010 33

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; this, please use form LL IN0

SATURDAY



A35 'ASUKLUNG' 317
04/12/2010 COMPANIES HOUSE
A09 19/11/2010 246
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

EUD INTERNATIONAL FOUNDATION C I C

Proposed company name in full [ⓐ]

For official use

A2

Company name restrictions [ⓑ]

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

[ⓑ] 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

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' [ⓐ]

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

[ⓑ] 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

[ⓐ] 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 [ⓐ]

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

[ⓐ] 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

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- England and Wales
 Wales
 Scotland
 Northern Ireland

Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number 117A
Street CHOBHAM ROAD
Post town STRATFORD
County/Region LONDON
Postcode E 1 5 1 L X

Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box

- Private limited by shares
 Private limited by guarantee
 Public company

For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

Option 2

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

- Private limited by shares
 Private limited by guarantee
 Public company

Option 3

I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

A8

Restricted company articles

Please tick the box below if the company's articles are restricted

Restricted company articles
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

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

B2

Secretary's service address

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

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

B3

Signature

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

Signature	<input checked="" type="checkbox"/>
Signature	<input checked="" type="checkbox"/>

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

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	□ □ □ □ □ □
Country	

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

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

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	
Registration number	

EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
Registration number	

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

C5 Signature

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

Signature	<input checked="" type="checkbox"/>
Signature	<input checked="" type="checkbox"/>

Signature
The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments

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

Title*	Mr
Full forename(s)	PAOLO
Surname	BASTIANELLO
Former name(s)	
Country/State of residence	United Kingdom
Nationality	Italy
Date of birth	d 2 m 0 y 1 9 '6 4
Business occupation (if any)	MANAGER

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

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

Building name/number	117A
Street	CHOBHAM ROAD
Post town	STRATFORD
County/Region	LONDON
Postcode	E 1 5 1 L X
Country	United Kingdom

5 Service address

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

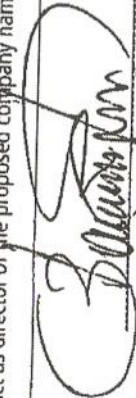
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature

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

Signature		<input checked="" type="checkbox"/>
	Mr Paolo Bastianello	<input checked="" type="checkbox"/>

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	<table border="1"> <tr> <td>d</td> <td>m</td> <td>y</td> <td>y</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </table>	d	m	y	y				
d	m	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	X

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

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

Country

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

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

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

Registration number

EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

If applicable, the registration number

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

E5 Signature

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

Signature

Signature

X

Signature

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

X

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 ②	Number of shares ③	Aggregate nominal value ④
Ordinary	1 00	0 00	30	£ 30 00
				£
				£
				£
Totals			30	£ 30 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 ②	Number of shares ③	Aggregate nominal value ④
Totals					

Currency

Currency	Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals					

F3 Totals

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

Total number of shares	30
Total aggregate nominal value ④	£ 30 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

③ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

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

Prescribed particulars

Each share is entitled to one vote in any circumstances
Each share has equal rights to dividends
Each share is entitled to participate in a distribution arising from a winding up of the company

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
①

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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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
Name	MERIDIAN CAPITAL PARTNERS LTD	Ordinary	30	£	1 00	0 00	30 00
Address	117A Chobham Road - Stratford LONDON E15 1LX (UK) Companies House no 06762690						
Name							
Address							
Name							
Address							
Name							
Address							
Name							
Address							

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

- Yes Complete the sections below
- No Go to Part 5 (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

IN01

Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name
Please use capital letters

② Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

③ 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?

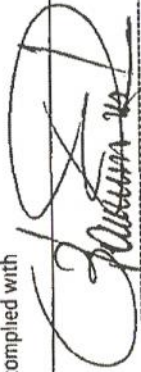
- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

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



Mr Paolo Bastianello

Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

IN01

Application to register a company

Subscriber's signature	<small>Signature</small> X	X
Subscriber's signature	<small>Signature</small> X	X
Subscriber's signature	<small>Signature</small> X	X
Subscriber's signature	<small>Signature</small> X	X

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

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 _____
Country _____

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

Agent's signature _____ X

IN01

Application to register a company



Presenter information

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

Contact name **Mrs Anca Alexandra Pasareanu**

Company name **Studio Commercialisti Londra Ltd**

Address **117A Chobham Road - Stratford**

Post town **London**

County/Region **London**

Postcode **E 1 5 1 L X**

Country **United Kingdom**

DX

Telephone **020 8279 1926**



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 tP (Legal Post in Scotland) number
- The document has been signed, where indicated
- All relevant attachments have been included
- You have enclosed the Memorandum of Association
- 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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

100010 / 35

CIC 36

Declarations on Formation of a Community Interest Company¹

Please
complete in
typescript,
or in bold
black
capitals.

Company Name in full	EUD INTERNATIONAL FOUNDATION
	Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community² [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]³

The company's activities will provide benefit to ...

EUD INTERNATIONAL FOUNDATION's objects are to carry on activities by working to improve corporate wealth and increase employment inside the small and medium size enterprises being locally, nationally, internationally

EUD INTERNATIONAL FOUNDATION is an Economic Consultancy specialising in research and analysis about public funding targeted for export which will intended to help small and medium size enterprises being locally, nationally and internationally to develop their foreign activities

EUD INTERNATIONAL FOUNDATION aims to improve public relations between small and medium size enterprises being locally, nationally and internationally and Government and Financial Institutions, primarily The European Union

EUD INTERNATIONAL FOUNDATION will support small and medium enterprises being locally, nationally and internationally in considering the effects of public funding targeted for export inside their activities

EUD INTERNATIONAL FOUNDATION does not provide, directly or indirectly, financial services that require registration with the FSA or equivalent foreign institutions, but it supports the business organization of small and medium-sized enterprises operating in foreign markets without, however, act as agent banking and financial structures

COMPANY NAME

EUD INTERNATIONAL FOUNDATION

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
CREATING AND DEVELOPING AN ECONOMIC STUDIES AND RESEARCH CENTRE IN LONDON (for us London is a worldwide Economic and Financial Centre) - Provide support and advice about the public funding allocated by European Union or by individual states belonging to it and turned to small and medium-sized businesses who want to enhance their image and their marketing company, in order to face the export to new foreign markets of interest to them	These activities will benefit communities because without any direct investment, small and medium-sized enterprises have access to a constantly updated and commented database, from which they can know all the financial benefits targeted for export made available by International Financial Institutions, both Public and Private
CONSULTANCY - Administrative, fiscal, legal and commercial consultancy will be provided to small and medium-sized enterprises, to achieve the objective to increase and solidify their presence in foreign markets also through the obtaining of public funding targeted for export	These activities will benefit communities by ensuring to small and medium size enterprises highly qualified professionals who follow the company step by step to achieve the objective
If the company makes any surplus it will be used for EUD INTERNATIONAL FOUNDATION C I C isn't a Charity and it can declare dividends as provided for in Chapter 37 of the Company's Articles of Association. The Foundation hope to generate a surplus from consulting and services and in the short term any profits that it makes will be used to improve the facilities in the Foundation, develop our research and service. (it continues on separate continuation sheet)	

(Please continue on separate continuation sheet if necessary.)

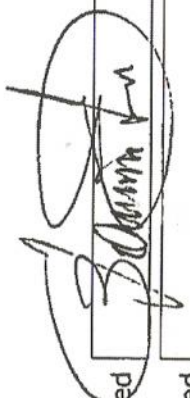
COMPANY NAME**EUD INTERNATIONAL FOUNDATION****SECTION C:**

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.⁴

SECTION D: SIGNATORIES

Each person who will be a first director of the company must sign the declarations.

	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date

(Please continue on separate continuation sheet if necessary)

CHECKLIST

This form must be accompanied by the following documents.

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01 - you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 made payable to Companies House

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

Mrs. Anca Alexandra Pasareanu
Studio Commercialisti Londra Ltd
117A Chobam Road - Stratford - London
E15 1LX Tel 020 8279 1926
DX Number DX Exchange

When you have completed and signed the form, please send it to the Registrar of Companies at:

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

For companies registered in Scotland Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations

³ E g "the residents of Oldtown" or "those suffering from XYZ disease"

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company" If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

CIC36/CIC37

Continuation Sheet

COMPANY NAME/NUMBER

EUD INTERNATIONAL FOUNDATION

SECTION B: COMPANY ACTIVITIES – CONTINUATION SHEET

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community) Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
<p>EDUCATION AND TRAINING Creation of training courses, through courses' update, events and conferences that will aim to create managerial figures, specialized and qualified, able to operate inside of a European small and medium enterprises in relation to global issues inherent in the entire export process</p>	<p>These activities will benefit communities by ensuring on-going improvement in the quality and efficiency for the employees of the companies operating in foreign markets</p>
<p>CREATING QUALIFIED PARTNERSHIP Development of relations with the major Study and Research Centre and both Public and Private International Institutions, mainly economic, in order to create qualified partnership to offer small and medium-sized enterprises, tools normally only a</p>	<p>These activities will benefit communities by ensuring continuous development and improvement in economic growth due to the possibility for small and medium-sized businesses to consult with the most quoted experts in the field of interest, otherwise unattainable for them</p>

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
<p> OPENING WORLDWIDE PLACES OF BUSINESS Opening of Places of Business, with their managers and local authorities in the Member of European and non-Europeans in order to ensure a real presence and continuity of our foundation for communities of small and medium-sized local companies who will use of our studies and our services to develop their business abroad </p>	<p> These activities will benefit communities by ensuring a real presence and continuity of our Foundation for communities of small and medium sized local companies, who will find in a foreign State the operational structure which will ensure a logistical support and training to the employees of the company </p>
<p> If the company makes any surplus it will be used for and offers more international advisor and support European Community projects in the longer term, dividends may be paid to shareholders, subject to the restrictions in the Act and the Regulations </p>	

The Companies Act 2006

Community Interest Company Limited by Shares

Memorandum of Association

of

EUD INTERNATIONAL FOUNDATION C.I.C.

The Companies Act 2006
Community Interest Company Limited by Shares
Memorandum of Association

of
EUD INTERNATIONAL FOUNDATION C.I.C.


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

Name of each subscriber

MERIDIAN CAPITAL PARTNERS LTD

Authentication by each subscriber

(Mr Paolo Bastianello - Director)



Dated 18th November 2010

The Companies Act 2006

Community Interest Company Limited by Shares

Articles of Association

of

EUD INTERNATIONAL FOUNDATION C.I.C.

The Companies Act 2006
Community Interest Company Limited by Shares

INDEX TO THE ARTICLES

INTERPRETATION	4
1. Defined terms.....	4
COMMUNITY INTEREST COMPANY AND ASSET LOCK	4
2 Community Interest Company.....	4
3 Asset Lock	4
4 Not for profit	5
OBJECTS, POWERS AND LIMITATION OF LIABILITY	5
5 Objects.....	5
6 Powers.....	5
7 Liability of shareholders	5
DIRECTORS.....	6
DIRECTORS' POWERS AND RESPONSIBILITIES.....	6
8 Directors' general authority.....	6
9 Shareholders' reserve power.....	6
10 Chair	6
11 Directors may delegate	6
DECISION-MAKING BY DIRECTORS.....	7
12 Directors to take decisions collectively	7
13 Calling a Directors' meeting.....	7
14 Participation in Directors' meetings.....	7
15 Quorum for Directors' meetings.....	7
16 Chairing of Directors' meetings	8
17 Voting	8
18 Decisions without a meeting.....	8
19 Conflicts of interest.....	9
20 Directors' power to authorise a conflict of interest	9
21 Register of Directors' interests	10
APPOINTMENT AND RETIREMENT OF DIRECTORS	10
22 Methods of appointing Directors	10
23 Termination of Director's appointment	10
24 Directors' remuneration.....	11
25 Directors' expenses.....	11
SHARES	11
26 All shares to be fully paid up and issued at nominal value to a Director	11
27 Powers to issue different classes of share.....	12
28 Company not bound by less than absolute interests	12
29 Share certificates.....	12
30 Replacement share certificates	12
31 Share transfers	13
32 Purchase of own shares.....	13
33 Transmission of shares	14
34 Exercise of transmitters' rights	14
35 Transmitters bound by prior notices.....	14

DIVIDENDS AND OTHER DISTRIBUTIONS	14
36 Procedure for declaring dividends	14
37 Payment of dividends and other distributions	15
38 No interest on distributions.....	16
39 Unclaimed distributions.....	16
40 Non-cash distributions.....	16
41 Waiver of distributions	17
CAPITALISATION OF PROFITS	17
42 Authority to capitalise and appropriation of capitalised sums.....	17
DECISION-MAKING BY SHAREHOLDERS	18
43 Shareholders Meetings.....	18
WRITTEN RESOLUTIONS	18
44 Written resolutions.....	18
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS	19
45 Means of communication to be used	19
46 Irregularities.....	19
47 Minutes	20
48 Records and accounts	20
49 Indemnity.....	20
50 Insurance.....	21
51 Exclusion of model articles	21
SCHEDULE	22

The Companies Act 2006

Articles of Association

of

EUD INTERNATIONAL FOUNDATION C.I.C.

INTERPRETATION

1. Defined terms

1 1 The interpretation of these Articles is governed by the provisions set out in the Schedule to the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

2 1 The Company shall be a community interest company

3. Asset Lock

3 1 The Company shall not transfer any of its assets other than for full consideration

3 2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 shall not apply to

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body,
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body,
 - (c) the payment of dividends in respect of shares in the Company,
 - (d) the distribution of assets on a winding up,
 - (e) payments on the redemption or purchase of the Company's own shares,
 - (f) payments on the reduction of share capital, and
 - (g) the extinguishing or reduction of the liability of shareholders in respect of share capital not paid up on the reduction of share capital
- 3 3 The conditions are that the transfer of
- (a) assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company, and

(b) must not exceed any limits imposed by, or by virtue of, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004

3 4 If

3 4 1 the Company is wound up under the Insolvency Act 1986, and

3 4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below

3 5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3 2 and 3 4

Name Name [No Asset-locked body specified in the incorporation]

Charity Registration Number (if applicable) []

Company Registration Number (if applicable) []

Registered Office []

4. **Not for profit**

The Company is not established or conducted for private gain any profit or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. **Objects**

The objects of the Company are to carry on activities which benefit the community of the small and medium-sized enterprises being locally, nationally and internationally by working to improve corporate wealth and increase employment inside the Companies

6. **Powers**

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

7. **Liability of shareholders**

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

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

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

9. Shareholders' reserve power

9 1 The shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

10. Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they may determine and may at any time remove him or her from office

11. Directors may delegate

11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decision or day to day management of the affairs of the Company

- (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.

11 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

11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

11 4

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18 [In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision]

13. Calling a Directors' meeting

13 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

13 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

13 2 1 all the Directors agree, or

13 2 2 urgent circumstances require shorter notice

13 3 Notice of Directors' meetings must be given to each Director

13 4 Every notice calling a Directors' meeting must specify

13 4 1 the place, day and time of the meeting, and

13 4 2 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

13 5 Notice of Directors' meetings need not be in writing

13 6 Notice of Directors' meetings may be sent by electronic means to an Address provided by the Director for the purpose

14. Participation in Directors' meetings

14 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

14 1 1 the meeting has been called and takes place in accordance with the Articles, and

14 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

14 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

14 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

15. Quorum for Directors' meetings

- 15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 15 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]
- 15 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
- 15 3 1 to appoint further Directors, or
- 15 3 2 to call a general meeting so as to enable the shareholders to appoint further Directors

16. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

17. Voting

- 17 1 Questions arising at a Directors' meeting shall be decided by a majority of votes
- 17 2 In all proceedings of directors each director must not have more than one vote
- 17 3 In case of an equality of votes, the Chair shall have a second or casting vote

18. Decisions without a meeting

- 18 1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing
- 18 2 A decision which is made in accordance with Article 18 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 18 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,
- 18 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18 2,
- 18 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18 2 4 the Recipient must prepare a minute of the decision in accordance with Article 47

19. Conflicts of interest

19 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

19 2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must

19 2 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

19 2 2 not be counted in the quorum for that part of the meeting, and

19 2 3 withdraw during the vote and have no vote on the matter

19 3 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

19 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

20. Directors' power to authorise a conflict of interest

The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

20 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19 3,

20 1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

20 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation, and

If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 0 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 0 (subject to any limits or conditions to which such approval was subject)

21. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing Directors

22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors

22.2 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 by a decision of the Directors

22.3 Each member of the company shall be a Director

23. Termination of Director's appointment

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, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
- (e) 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 (but only if at least two Directors will remain in office when such resignation has taken effect), or
- (f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason
- (g) the Director ceases to be a member

24. Directors' remuneration

- 24 1 Directors may undertake any services for the Company that the Directors decide
- 24 2 Subject to the Articles, and in particular Article 3, 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
- 24 3 Subject to the Articles, and in particular Article 3, 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
- 24 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day
- 24 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

25. Directors' expenses

- 25 1 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

SHARES

26. **All shares to be fully paid up and issued at nominal value to a Director**
- 26 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
- 26 2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company's Memorandum
- 26 3 No share shall be issued to a person except a Director

27. Powers to issue different classes of share

27 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

27 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

28. Company not bound by less than absolute interests

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

29. Share certificates

29 1 The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

29 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

29 3 No certificate may be issued in respect of shares of more than one class

29 4 If more than one person holds a share, only one certificate may be issued in respect of it

29 5 Certificates must

- (a) have affixed to them the Company's common seal, or
- (b) be otherwise executed in accordance with the Companies Acts

30. Replacement share certificates

30 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

- 30 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

31. Share transfers

- 31 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
- 31 2 No fee may be charged for registering any instrument of transfer or other Document relating to or affecting the title to any share
- 31 3 The Company may retain any instrument of transfer which is registered
- 31 4 The transferor remains the holder of a share until the transferee's name is entered in the register of shareholders as holder of it
- 31 5 The Directors may refuse to register the transfer of a share to a person of whom they do not approve
- 31 6 They may also refuse to register the transfer unless it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and by such other information, as they may reasonably require
- 31 7 If the Directors refuse to register such a transfer, they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal
- 31 8 The provisions of this Article apply in addition to any restrictions on the transfer of a share which maybe set out elsewhere in the Memorandum or Articles of the Company

32. Purchase of own shares

Subject to the articles, the company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares Any share so purchased shall be purchased at its nominal value

33. Transmission of shares

- 33 1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share
- 33 2 A transmittee who produces such evidence of entitlement to shares as the Directors may properly require
- (a) may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - (b) subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- 33 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

34. Exercise of transmittees' rights

- 34 1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the Company in Writing of that wish
- 34 2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it
- 34 3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

35. Transmittees bound by prior notices

- 35 1 If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of shareholders

DIVIDENDS AND OTHER DISTRIBUTIONS

36. Procedure for declaring dividends

- 36 1 Subject to the Companies Acts, the Regulations and the Articles, the company may by ordinary resolution declare dividends, and the directors may, provided that such decision is authorised by an ordinary resolution of the shareholders, decide to pay interim dividends
- 36 2 For the avoidance of doubt the payment of dividends shall be considered to be a transfer of assets other than for full consideration and shall not be permitted other than in the circumstances prescribed in Article 3
- 36 3 The Company may by ordinary resolution declare dividends, and the Directors may decide to pay interim dividends

- 36 4 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.
- 36 5 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 36 6 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.
- 36 7 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.
- 36 8 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.
- 36 9 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.
37. **Payment of dividends and other distributions**
- 37 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 indicated 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 indicated 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 indicated 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.
- 37 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

38. No interest on distributions

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

39. Unclaimed distributions

39 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

39 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

39 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

40. Non-cash distributions

40 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)

40 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

41. Waiver of distributions

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

42. Authority to capitalise and appropriation of capitalised sums

42 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

42 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

42 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

42 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

42 5 Subject to the Articles the Directors may

- (a) apply capitalised sums in accordance with Articles 42 3 and 42.4 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

DECISION-MAKING BY SHAREHOLDERS

43. Shareholders Meetings

- 43 1 The Directors may call a general meeting at any time
- 43 2 General meeting must be held in accordance with the provisions regarding such meetings in the Companies Act
- 43 3 A person who is not a shareholder of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- 43 4 Article 43 3 shall not prevent a person who is a proxy for a shareholder or a duly authorised representative of a shareholder from voting at a general meeting of the Company

WRITTEN RESOLUTIONS

44. Written resolutions

- 44 1 Subject to Article 44 3, a written resolution of the Company passed in accordance with this Article 44 shall have effect as if passed by the Company in general meeting
 - 44 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible shareholders
 - 44 1 2 A written resolution is passed as a special resolution if it is passed by shareholders representing not less than 75% of the total voting rights of eligible shareholders A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 44 2 In relation to a resolution proposed as a written resolution of the Company the eligible shareholders are the shareholders who would have been entitled to vote on the resolution on the Circulation Date of the resolution
- 44 3 A shareholders' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 44 4 A copy of the written resolution must be sent to every shareholder together with a statement informing the shareholder how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse

Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts

44 5 A shareholder signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

44 5 1 If the Document is sent to the Company in hard copy form, it is authenticated if it bears the shareholder's signature

44 5 2 If the Document is sent to the Company by electronic means, it is authenticated [if it bears the shareholder's signature] or [if the identity of the shareholder is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the shareholder and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the shareholder to the Company for the purposes of receiving Documents or information by electronic means]

44 6 A written resolution is passed when the required majority of eligible shareholders have signified their agreement to it

44 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

45. Means of communication to be used

45.1 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

45 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

45 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 an agreed time of their being sent, and for the agreed time to be less than 48 hours

46. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

47. Minutes

47 1 The Directors must cause minutes to be made in books kept for the purpose

47 1 1 of all appointments of officers made by the Directors,

47 1 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

47 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any shareholder or Director of the Company, be sufficient evidence of the proceedings

47 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

48. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a shareholders' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

48 1 annual reports,

48 2 annual returns, and

48 3 annual statements of account

48 4 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 member

49. Indemnity

49 1 Subject to Article 49 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

49 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

49 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

50. Insurance

50 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

50 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

51. Exclusion of model articles

The relevant model articles for a company limited by shares are hereby expressly excluded

to another organisation or otherwise) that conflicts or might conflict with the interests of the Company;

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

has the meaning given in Article 37,

includes, unless otherwise indicated, any document sent or supplied in Electronic Form,

have the meanings respectively given to them in section 1168 of the Companies Act 2006,

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,

has the meaning given in section 1168 of the Companies Act 2006,

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

means a document in Hard Copy Form,

the Company's memorandum of association,

means paid or credited as paid,

in relation to a Directors' meeting, has the meaning given in Article 14,

means an industrial and provident society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,

means the Community Interest Company Regulations 2005 (as amended),

means the Regulator of Community Interest Companies,

"Director"

"distribution recipient"

"Document"

"Electronic Form and Electronic Means"

"fully paid"

"Hard Copy Form"

"holder"

"instrument"

"Memorandum"

"paid"

"participate"

"Permitted Industrial and Provident Society"

"the Regulations"

"the Regulator"

“Secretary” the secretary of the Company (if any),

“shareholder” means a person who is the holder of a share,

“shares” means shares in the Company,

“specified” means specified in the memorandum or articles of association of the Company for the purposes of this paragraph,

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

“transfer” includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property,

“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.

- 2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
- 3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company