

**K & S (429) LIMITED**

THE COMPANIES ACT 1985 AND 1989

REGISTERED NUMBER: 4241161

K & S Directors Limited and K & S Secretaries Limited being all the members of the Company hereby pass the following Written Resolutions as a Special Resolution and agree that the said Resolution shall, pursuant to Section 381A Companies Act 1985, for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.


**SPECIAL RESOLUTION**

That the new Articles of Association of the Company attached to this resolution be adopted

Signed:

  
.....  
for and on behalf of  
K & S Directors Limited

Dated 25 September 2001

  
.....  
for and on behalf of  
K & S Secretaries Limited

Dated 25 September 2001



**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

of

**K & S (429) LIMITED**

(adopted by special resolution passed on 25 September 2001)

**PRELIMINARY**

1. The Company is a private company and accordingly no shares or debentures of the Company may be offered to the public
2. The regulations contained or incorporated in Table A set out in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall apply to the Company save in so far as they are excluded or varied and the articles hereinafter contained shall be the regulations of the Company
3. In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
4. The following regulations of Table A shall not apply to the Company videlicet : 8, 24, 40, 41, 60, 64, 73, 74, 75, 81, 89, 94 and 95
5. In regulation 1 of Table A between the words "regulations" and "the Act", the words "and in any regulations adopting the same" shall be inserted

**ALLOTMENT OF SHARES**

- 6.1 The directors are unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot shares up to the amount of the original or any increased share capital of the Company at any time or times during the period of five years from the date of incorporation
- 6.2 The directors are also unconditionally authorised for the purposes of section 80 of the Act to allot redeemable shares up to the amount of the original or any increased redeemable share capital of the Company at any time or times during the period of five years from the date of incorporation

Any shares so allotted shall be subject to such terms as to redemption and premium on redemption, participation in profits and as to voting as the members shall from time to time by special resolution decide but shall conform to the provisions of sections 150 to 161 and 170 to 172 of the Act

- 6.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company

- 6.4 Subject to section 80 of the Act after the initial allotment any shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the nominal value of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period accepted all shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members

### **SHARE CAPITAL**

- 7.1 The authorised share capital of the Company at the date of adoption of these Articles is £10,000 divided into 8,830 ordinary shares of £1 each, 170 A ordinary shares of £1 each and 1,000 B ordinary shares of £1 each
- 7.2 The ordinary shares, the A shares and the B shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank *pari passu* in all respects
- 7.3 In a winding up of the Company the amount receivable by the holders of the B ordinary shares shall be the amount received or receivable by the Company on the realisation of the shares in Bet365 Holdings Limited (Company No 4130869) after deducting all costs and expenses and taxation (if any) payable in respect of the realisation of those shares or in respect of the distribution in specie in the winding up to the holders of the B ordinary shares of the assets for the time being representing such shares and after deducting the proportion of all other liabilities of the Company and cost and expenses of the liquidator of the Company (such other liabilities and such costs and expenses being "the Remaining Liabilities") which the amount which would be receivable by the holders of the B ordinary shares in the absence of the Remaining Liabilities bears to the aggregate of the amount which would be receivable in such absence by all classes of shares
- 7.4 The holders of the B ordinary shares shall only be entitled to participate in dividends declared by the Company to the extent that the Company has received dividends, other distributions or realised profits arising from to its shareholding in Bet365 Holdings Limited that have not previously been distributed to the holders of the B ordinary shares, provided also that such dividends, distributions or profits are only available for distribution to the holders of the B ordinary shares to the exclusion of all other classes of shares in the Company.

### **PURCHASE OF OWN SHARES**

8. Subject to the provisions of section 162 of the Act the Company may with the sanction of an ordinary resolution purchase its own shares (including any redeemable shares) on such terms as the directors may think fit and make a payment in respect of the redemption or

purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares and subject to the provisions of sections 173 to 175 of the Act

## **TRANSFER OF SHARES**

- 9.1 A transfer of a share need not be executed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly
- 9.2 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share whether or not it is a fully paid share

## **LIEN**

10. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in any part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon

## **NOTICE OF GENERAL MEETINGS**

11. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notice of all other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company

## **QUORUM OF MEMBERS**

- 12.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- 12.2 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting, it shall be dissolved

## **PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution

The demand for a poll may be withdrawn

- 13.2 Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more of the members or their attorneys

### **VOTES OF MEMBERS**

14. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each share held by him

### **PROXY**

15. The instrument appointing a proxy shall be in writing in any usual or common form, or such other form as may be approved by the directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed

### **DIRECTORS**

- 16.1 The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number
- 16.2 A director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company
- 16.3 Any person may be appointed or elected as a director irrespective of whether or not he has attained the age of seventy years or any other age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age
- 16.4 In the event of the minimum number of directors fixed by or pursuant to these Articles or Table A, being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally

- 16.5 The directors may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

#### **ALTERNATE DIRECTORS**

- 17.1 Each director shall have the power to nominate any other director or any person approved for that purpose by resolution of the board to act as alternate director in his place during his absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the director he represents but shall not be entitled to receive any remuneration from the Company. An alternate director shall have one vote for each director he represents, in addition to his own vote if he is a director, but shall not be counted more than once in the quorum. A nomination as an alternate director shall ipso facto be revoked if the appointer ceases for any reason to be a director
- 17.2 Notice of all board meetings shall be sent to every alternate director as if he were a director of the Company until revocation of his appointment
- 17.3 The appointment of an alternate director shall be revoked and the alternate director shall cease to hold office whenever the director who appointed such alternate director shall give notice in writing to the Secretary of the Company that he revokes such appointment

#### **POWERS AND DUTIES OF DIRECTORS**

18. The directors shall cause minutes to be made in books provided for the purpose:
- 18.1 of the names of the directors present at each meeting of the directors and any meeting of any committee of the directors;
- 18.2 of all resolutions and proceedings at all meetings of the Company and of the directors and of any committee of the directors
- 18.3 of all appointments of officers made by the directors;
- 18.4 of all documents sealed with the common seal of the Company

#### **PROCEEDINGS OF DIRECTORS**

- 19.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may at any time, and the secretary on the requisition of a director shall, summon a meeting of the directors
- 19.2 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held

#### **QUORUM OF DIRECTORS**

20. The directors may from time to time fix a quorum necessary for the transaction of business at meetings of the directors and unless so fixed the quorum shall be two except when the number of directors is, without contravention of Article 15, one, or, when the only business of the meeting is to convene a meeting of the members, when the quorum shall be one

#### **DIRECTORS' BORROWING POWERS**

21. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party

#### **INTEREST OF DIRECTORS**

22. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum at a meeting at which such contract or arrangement is considered, and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom

#### **ROTATION OF DIRECTORS**

23. Directors shall not be liable to retire by rotation

#### **DIRECTORS' GRATUITIES AND PENSIONS**

24. The directors on behalf of the Company may exercise the powers of the Company conferred by clause 3.9 of the Memorandum of Association of the Company and regulation 87 of Table A to provide benefits with regards to gratuities, pensions and insurances for any director or member of his family

#### **DISQUALIFICATION OF DIRECTORS**

25. The office of director shall be vacated if the director:
- 25.1 ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
  - 25.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes of unsound mind;
  - 25.3 resigns his office by notice in writing to the Company;
  - 25.4 is absent from directors' meetings for six consecutive calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office

## **INDEMNITY**

26. Every director or other officer or auditor of the Company for the time being shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act



**NAMES AND ADDRESSES OF SUBSCRIBERS**

**Number of Shares taken by  
each Subscriber**

DEREK MILLER  
for and on behalf of  
K & S Directors Limited  
The Brampton  
Newcastle-under-Lyme  
Staffordshire  
ST5 OQW

One

DEREK MILLER  
for and on behalf of  
K & S Secretaries Limited  
The Brampton  
Newcastle-under-Lyme  
Staffordshire  
ST5 OQW

One

Total shares taken

Two

DATED 21 June 2001

Witness to the above signatures:

HARJINDER KAUR  
The Brampton  
Newcastle-under-Lyme  
Staffordshire  
ST5 OQW  
Trainee Solicitor