



**FILE COPY**

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

Company No. 8336137

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

**RIDGEWIND HOLDINGS LIMITED**

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

Given at Companies House on **19th December 2012**



**\*N08336137I\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

BLUEPRINT

2000

## Application to register a company

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

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

**What this form is NOT for**  
You cannot use this form to register a  
limited liability partnership. To do this,  
please use form LL IN01

TUESDAY



LD1 \*L101VN5D\* #71  
18/12/2012  
COMPANIES HOUSE

*Wardles*

### Part 1 Company details

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

#### A1 Company details

Please show the proposed company name below

Proposed company  
name in full ①

RidgeWind Holdings Limited

For official use

8336137

① **Duplicate names**  
Duplicate names are not permitted. A  
list of registered names can be found on  
our website. There are various rules that  
may affect your choice of name. More  
information is available at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A2 Company name restrictions ①

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

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

② **Company name restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available on  
our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

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

② **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](http://www.companieshouse.gov.uk)

#### A4 Company type ①

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

② **Company type**  
If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## 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	3
Street	More London Riverside
Post town	London
County/Region	
Postcode	S E 1 2 A Q

#### 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 <b>one</b> box <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
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 <b>one</b> box <input checked="" type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
Option 3	<input type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

 For details of which company type can adopt which model articles, please go to our website

[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 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](http://www.companieshouse.gov.uk)

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Application to register a company

## Part 2 Proposed officers

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

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

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

### Secretary

#### B1 Secretary appointments ①

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

Title*	
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.

##### Former name(s)

② 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 ③

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

##### ③ Service address

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

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 ④

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

Signature	Signature X	X
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##### 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  
Norose Company Secretarial Services Limited

Building name/number  
3

Street  
More London Riverside

Post town  
London

County/Region

Postcode  
S E 1 2 A Q

Country  
United Kingdom

#### 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   
United Kingdom

Registration number  
4016745

#### EEA

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://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

Signature  
 X  
AUTHORISED SIGNATORY OF  
NOROSE COMPANY  
SECRETARIAL SERVICES LTD X

#### Signature

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

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Application to register a company

## Director

**D1**

### Director appointments <sup>①</sup>

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)	Clive																
Surname	Weston																
Former name(s) <sup>②</sup>																	
Country/State of residence <sup>③</sup>	England																
Nationality	British																
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>6</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>7</td><td>y</td><td>2</td></tr></table>	d	2	d	1	m	0	m	6	y	1	y	9	y	7	y	2
d	2	d	1	m	0	m	6	y	1	y	9	y	7	y	2		
Business occupation (if any) <sup>④</sup>	Co Secretary																

#### ① Appointments

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

#### ② Former name(s)

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

#### ③ Country/State of residence

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

#### ④ Business occupation

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

#### Additional appointments

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

**D2**

### Director's service address <sup>①</sup>

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

Building name/number	3						
Street	More London Riverside						
Post town	London						
County/Region							
Postcode	<table border="1"><tr><td>S</td><td>E</td><td>1</td><td>2</td><td>A</td><td>Q</td></tr></table>	S	E	1	2	A	Q
S	E	1	2	A	Q		
Country	United Kingdom						

#### ① Service address

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

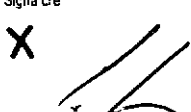
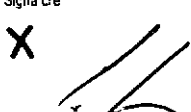
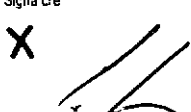
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

**D3**

### Signature <sup>①</sup>

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

Signature	<table border="1"><tr><td>Signature</td><td></td></tr></table>	Signature	
Signature			

#### ① Signature

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

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Application to register a company

Director

D1

Director appointments ①

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

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

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2

Director's service address ⑤

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

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

⑤ Service address

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

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

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

D3

Signature ⑥

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

Signature	Signature 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 <sup>1</sup>

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

#### <sup>1</sup> 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 <sup>2</sup>

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 <sup>2</sup>

Registration number

#### <sup>2</sup> EEA

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

<sup>3</sup> 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 <sup>4</sup>

If applicable, the registration number

#### <sup>4</sup> 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 <sup>5</sup>

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

Signature

Signature

X

X

#### <sup>5</sup> Signature

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



# 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	1.00	0.00	1	£ 1.00
				£
				£
				£
<b>Totals</b>			1	£ 1.00

### 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>					

Currency	Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>					

### F3 Totals

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

Total number of shares	1
Total aggregate nominal value ❸	£1.00

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

❶ Including both the nominal value and any share premium

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

❸ 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

£1.00 Ordinary

Prescribed particulars

①

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption

① **Prescribed particulars of rights attached to shares**

The particulars are

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

A separate table must be used for each class of share

**Continuation pages**

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

# IN01

## Application to register a company

Class of share

Prescribed particulars

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 Norose Company Secretarial Services Limited	Ordinary	1	Pounds Sterling	1 00	0.00	1.00
Address 3 More London Riverside, London, SE1 2AQ, United Kingdom						
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	<input type="text"/>
Amount guaranteed 3	

#### Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	<input type="text"/>
Amount guaranteed 3	

#### Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	<input type="text"/>
Amount guaranteed 3	

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## Application to register a company

<b>Subscriber's details</b>	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

<b>Subscriber's details</b>	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

<b>Subscriber's details</b>	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

<b>Subscriber's details</b>	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

<b>Subscriber's details</b>	
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

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

Subscriber's signature	Signature <input checked="" type="checkbox"/>  AUTHORIZED SIGNATORY OF NOROSE COMPANY SECRETARIAL SERVICES LTD <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"/>

# IN01

## Application to register a company

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

### H2

#### Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	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 Clive Weston

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode SE1 2AQ

Country United Kingdom

DX

Telephone



### Certificate

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

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



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following**

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

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

The Companies Act 2006

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COMPANY HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION OF  
RIDGEWIND HOLDINGS LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each

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Name of each subscriber

Authentication by each subscriber

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Norose Company Secretarial Services Limited

Dated 18 December 2012



AUTHORISED SIGNATORY OF  
NOROSE COMPANY  
SECRETARIAL SERVICES LTD

THE COMPANIES ACT 2006  
\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_  
ARTICLES OF ASSOCIATION  
of  
RIDGEWIND HOLDINGS LIMITED

**1 Preliminary**

1.1 In these Articles

**Board** means the board of Directors for the time being of the Company or the Directors present or deemed to be present at a duly convened meeting of Directors at which a quorum is present

**Board Meeting** means a meeting of the Board as from time to time convened in accordance with these Articles,

**CA 2006** means the Companies Act 2006 (to the extent for the time being in force)

a **conflict of interest** includes a conflict of interest and duty and a conflict of duties

**decision-making process** has the meaning given in article 14(5) of the private company MA

**eligible director** means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter)

an **interest** means a direct or an indirect interest and **interested** shall be construed accordingly

**private company MA** means the model articles for private companies limited by shares in Schedule 1 to The Companies (Model Articles) Regulations 2008,

**proxy notice** has the meaning given in Article 19,

**public company MA** means the model articles for public companies limited by shares in Schedule 3 to the Companies (Model Articles) Regulations 2008,

a **transaction or arrangement** means an actual or a proposed transaction or arrangement

1.2 Except as otherwise provided, the private company MA shall apply to the Company

1 3 Article 14, 17(1)(a), 21, 24(2)(c), 27 and 45 of the private company MA shall not apply to the Company In addition Article 1 of the private company MA shall not apply to the Company in respect of defined terms which are only used in the articles referred to in this Article 1 3

1 4 Articles 15, 25-27 (inclusive), 28, 41, 52-62 (inclusive), 65, 66, 71 and 73 of the public company MA shall, except as otherwise provided, apply to the Company except that all references in such articles to "member" shall be deemed to be a reference to "shareholder" In addition article 1 of the public company MA shall apply to the Company in respect of defined terms used in the articles referred to in this Article 1 4

1 5 References in these Articles to the Secretary shall only apply for as long as the Company elects to have a Secretary

## 2 Unanimous decisions

2 1 Article 8 of the private company MA shall be amended by deleting articles 8(2) and (3) and replacing them with the following

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

## 3 Conflicts of interest

3 1 Subject to the provisions of the Companies Acts, a Director may be interested in any transaction or arrangement with the Company or with any other company in which the Company is otherwise interested or in which any company which has an interest in the Company is interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore Notwithstanding his interest but subject to the provisions of the Companies Acts and, if relevant, to any limits or conditions imposed by the Board as referred to in Article 3 2, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him

3 2 Where the existence of a Director's relationship with another person (an **authorised conflict**) is authorised by the Board pursuant to the Companies Acts (and subject to any limits or conditions imposed by the Board) or if Article 3 1 applies to the relationship, the Director shall not be in breach of the general duties he owes to the Company under the Companies Acts because he absents himself from any meetings or discussions relating to the authorised conflict, makes arrangements not to receive documents and information relating to the authorised conflict sent

or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, fails to disclose to the Board or to any person any information which he obtains otherwise than as a Director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a Director

#### **4 Participation in Directors' meetings**

4 1 Article 10(3) of the private company MA shall be amended by the addition of the following sentence at the end "If they do not so decide, such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman is"

#### **5 Quorum for Directors' meetings**

5 1 Article 11(2) of the private company MA shall be deleted and replaced by Articles 6 2 and 6 3

5 2 Subject to Article 5 3 the quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless otherwise fixed it is two unless there is only one Director in which case it will be one

5 3 For the purposes of any meeting (or part of a meeting) held to authorise a Director's conflict as envisaged in Article 3 2, if there is only one eligible director in office, the quorum for such meeting (or part of a meeting) shall be one Director

#### **6 Appointment, removal and disqualification of Directors**

6 1 The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 12 CA 2006

6 2 The number of Directors may be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum or minimum number of Directors

6 3 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by ordinary resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing authenticated by the member or members making the same or (in the case of a member being a corporation) authenticated on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company

6 4 The office of a Director shall be vacated if he is removed from office under Article 6 3 Article 18 of the private company MA shall be modified accordingly

## **7 Casting vote**

Article 13 of the private company MA shall not apply in respect of a particular meeting (or part of a meeting) if the Chairman or other Director is not an eligible director for the purposes of that meeting (or part of a meeting) Article 13(2) of the private company MA shall be deleted

## **8 Death or bankruptcy of sole shareholder director**

Article 17(2) of the private company MA shall be amended by the addition of the words "or bankruptcy" and "or to have a bankruptcy order made against him (as the case may be)" after the words "death" and "to have died" respectively

## **9 Directors' expenses**

Article 20 of the private company MA shall be amended by the insertion of the words "(including alternate directors and the secretary (if any))" before the words "properly incur"

## **10 Alternate Directors**

10 1 Article 15(b) of the public company MA shall be deleted and replaced by the following

"(b) would have been an eligible director in relation to that decision "

As amended, article 15 of the public company MA shall apply both to Directors' meetings and to other decision-making processes of the Directors

10 2 Any appointment or removal of an alternate director made under these Articles shall be delivered at the registered office of the Company In article 25(1) of the public company MA the words "approved by resolution of the directors" shall be deleted

10 3 Article 26(1) of the public company MA shall be amended by deleting the words "directors' meeting or directors' written resolution" and replacing them with the words "decision of the directors" In addition the following words shall be added at the end of article 26(2) of the public company MA

"and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a shareholder"

10 4 Save as otherwise provided in these Articles, an alternate director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles and article 26(2)(a) of the public company MA shall be deleted

10 5 Article 27(d) of the public company MA shall be deleted and replaced by the words "(d) when the alternate's appointor's appointment as a director terminates"

## 11 Share capital

The Directors may exercise any power of the Company to allot shares as if section 561 CA 2006 did not apply to the allotment, or to grant rights to subscribe for or to convert any security into shares

## 12 Lien

- 12 1 The company's lien as defined by article 52 of the public company MA shall apply to
- 12 1 1 all shares of the Company whether fully paid or not,
- 12 1 2 all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder or one of several joint holders of the shares,
- 12 1 3 and shall be for all indebtedness or other liability to the Company of any member
- 12 2 Article 52 of the public company MA shall be amended accordingly

## 13 Replacement share certificates

- 13 1 Article 25(2)(c) of the private company MA shall be amended by the deletion of the words "a reasonable fee" and replaced with the words "reasonable expenses"

## 14 Share transfers

Article 26(1) of the private company MA shall be amended by the addition of the following words at the end "and, unless the shares are fully paid, by or on behalf of the transferee"

## 15 Deductions from distributions

- Article 73 of the public company MA shall be amended by the deletion of
- 15 1 the words "in respect of that share" in article 73(1), and
- 15 2 article 73(2)

## 16 Capitalisation of profits

A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying out any amount unpaid on existing shares held by the persons entitled and article 36(4) of the private company MA shall be amended accordingly

## 17 Members can call general meeting if not enough Directors

- 17 1 Subject to Article 17 2, if the Company has fewer than two Directors and the Director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so, then two or more shareholders may call a general meeting (or instruct the Secretary (if any) to do so) for the purpose of appointing one or more Directors
- 17 2 Article 17 1 does not apply if there is only one Director

## 18 Poll votes

Polls may be but, except for a poll on the election of the chairman of the meeting or on a question of adjournment, need not be taken immediately but must be taken within 30 days of being demanded Article 44(4) of the private company MA shall be amended accordingly

## 19 Form of proxy notices

- 19 1 An instrument appointing a proxy (a **proxy notice**) shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve)

" Limited

I/We, , of , being a shareholder/shareholders of the Company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our names and on my/our behalf at the general meeting of the Company to be held on 20 and at any adjournment of such meeting

Authenticated on 20 "

- 19 2 Where it is desired to afford shareholders an opportunity of instructing the proxy how he shall act the instrument appointing a proxy (a **proxy notice**) shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve)

" Limited

I/We, , of , being a shareholder/shareholders of the Company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our names and on my/our behalf at the general meeting of the Company to be held on 20 and at any adjournment of such meeting

This form is to be used in respect of the resolutions mentioned below as follows



Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Authenticated on                      20 "

## **20 Shareholders with a mental disorder**

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office or at such other place as is specified in the notice convening the relevant meeting for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

## **21 Validity of votes by proxies and corporate representatives**

A vote given by a proxy or by a corporate representative shall be valid notwithstanding that the proxy or corporate representative has failed to vote in accordance with the instructions of the member by whom the proxy or corporate representative was appointed and the Company shall be under no obligation to check that any vote so given is in accordance with any such instructions.

## **22 Secretary**

The first Secretary or Secretaries of the Company shall be appointed in writing by completion of the statement required to be delivered for registration by section 12 CA 2006.

## **23 Means of communication to be used**

23.1 Article 48(1) of the private company MA shall be deleted and replaced by the following

"Any notice, document or other information shall be deemed served on or delivered to a shareholder by the Company or to the Company by a shareholder

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting

either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom), if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party received a confirmation of delivery from the courier service provider),

- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account should be taken of any part of a day that is not a working day "

23 2 Where shares are held jointly, anything agreed or specified by the holder whose name appears first in the Company's register of members in relation to documents or information sent to him in respect of a joint holding shall be binding on all joint holders

## **24 Provision for employees on cessation of business**

Article 51 of the private company MA shall be amended by replacing the words "(other than a Director or former Director or shadow director)" with the words "(including, subject to the CA 2006, a Director or former Director or shadow director)"

## **25 Director's indemnity and insurance**

25 1 Article 52(1) of the private company MA shall be amended by replacing the word "may" with the word "shall"

25 2 Article 53(1) of the private company MA shall be amended by replacing the words "may decide to" with the word "shall"