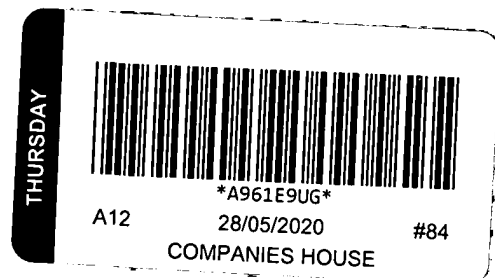


Company number 04698093

The Companies Act 1985 to 2006

Company Limited by Shares

Memorandum of Association
of
Accelerating Growth Fund Ltd



The Companies Act 1985 to 2006

Company Limited by Shares

Memorandum of Association of Accelerating Growth Fund Ltd

Name of each subscriber

Authentication by each subscriber

The Waste and Resources Action Programme Limited

Dated 7 March 2003

Dated 7 March 2003

The Waste and Resources Action Programme Limited

Name of each subscriber

Authentication by each subscriber

Memorandum of Association of Accelerating Growth Fund Ltd

Company Limited by Shares

The Companies Act 1985 to 2006

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ACCELERATING GROWTH FUND LTD

1. DEFINITIONS AND INTERPRETATION

In these Articles:

- | | | |
|-----|---------------------------|--|
| 1.1 | "address" | includes any number or address used for the purpose of sending or receiving documents by electronic means; |
| 1.2 | "the Articles" | means these articles of the company; |
| 1.3 | "the Charity" | means The Waste and Resources Action Programme (registered charity number 1159512) or any other charitable body which succeeds to its charitable purposes; |
| 1.4 | "clear days" | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| 1.5 | "Companies Acts" | has the meaning given to it in s.2 of the Companies Act 2006; |
| 1.6 | "electronic means" | has the meaning given to it in the Companies Act 2006; and |
| 1.7 | "Secretary" | means the secretary of the company, if any. |

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.

The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included.

Sole member

2. The sole member of the company shall be the Charity.

Shares

3. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.
4. No share shall be transferred except with the consent of the Charity who may in its absolute discretion and without giving any reason decline to register any transfer of any share. In accordance with s.567(1) of the Companies Act 2006, s.561 and s.562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in s.560(1) of the Act) made by the company.

Authorised representatives

5. The company secretary from time to time of the Charity or such other person as is from time to time authorised by the Charity shall be the duly authorised representative of the Charity.

Meetings and company resolutions

6. Decisions of the Charity as sole member can be made:
 - 6.1 By passing a written resolution in accordance with the provisions of the Companies Act 2006 which is signed by an authorised representative of the Charity; or
 - 6.2 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006.
7. Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Appointment and removal of directors

8. The directors shall be appointed and may be removed by service on the director and the Secretary of a written notice signed by the Charity. There shall be no maximum number of directors and the minimum shall be two.
9. The office of a director shall be vacated if:
 - 9.1 he or she is removed by the Charity in accordance with Article 8; or
 - 9.2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or
 - 9.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 9.4 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; or
 - 9.5 he or she resigns his or her office by notice to the company; or

- 8.2 he or she resigns his or her office by notice to the company; or
- 8.4 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 or the directors reasonably believe he or she is suffering from mental disorder and incapable of acting generally; or
- 8.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 8.5 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or
- 8.1 he or she is removed by the Company in accordance with Article 8; or

- 8. The office of a director shall be vacated if:
 - directors and the minimum shall be two;
 - secretary of a written notice signed by the Company. There shall be no maximum number of
- 8. The directors shall be appointed and may be removed by service on the director and the

Appointment and removal of directors

Directors

- 1. in accordance with the Companies Acts;
 - 2.5 by passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006
 - 8.1 by passing a resolution signed by an authorized representative of the Company; or
 - 8.7 by passing a written resolution in accordance with the provisions of the Companies Act 2006 which is signed by an authorized representative of the Company; or
- e. Decisions of the Company as sole member can be made.

Meetings and company resolutions

- 2. The company secretary from time to time of the Company or such other person as is from time

Authorized representatives

- 4. Act) made by the company
 - Act 2006 shall not apply to an allotment of equity securities (as defined in s.260(1) of the Act) made in accordance with s.267(1) of the Companies Act 2006, s.268 and s.269 of the Companies Act 2006 and without giving any reason decline to register any transfer of any share. In no share shall be transferred except with the consent of the Company who may in its absolute discretion
 - convert any security into shares;
 - prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares or to exercise any such rights as the directors may by ordinary resolution determine. The directors are
 - 3. subject to the provisions of the Companies Acts and share may be issued with such rights

Shares

- 9.6 he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

Powers of directors

10. Subject to the provisions of the Companies Acts and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
11. 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 or her powers.

Delegation of directors' powers

12. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

Remuneration of directors

13. The directors shall be entitled to such remuneration as the company may determine provided that any remuneration of a director who is also a trustee of the Charity must be authorised by the Charity's constitution or permitted under the Charities Act 2011 or any statutory modification or re-enactment thereof.

Directors' expenses

14. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties.

Directors' appointments

15. Subject to the provisions of the Companies Acts a director:
- 15.1 may be a director or other officer of, or employed by the Charity or any body corporate promoted by the company or in which the company is otherwise interested provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of such employment or office unless authorised by the Charity's constitution or

respect of such employment or office unless authorised by the Charity's constitution or director who is also a trustee of the Charity shall be remunerated or receive other benefits in connection with the company or in which the company is otherwise interested provided that no such person shall be a director or other officer of or employed by the Charity or any body corporate

12. Subject to the provisions of the Companies Act a director:

Directors' appointments

or General Meetings or otherwise in connection with the discharge of their duties.

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Directors' expenses

in connection with the discharge of their duties.

13. The directors shall be entitled to such remuneration as the company may determine

Remuneration of directors

directors so far as they are capable of applying

15. The directors shall be governed by the Articles regarding the discharge of their duties and shall be entitled to such remuneration as the company may determine in connection with the discharge of their duties and may be paid or bear. Any such remuneration may be made subject to such conditions as the directors may think fit. Any such conditions may be made subject to such conditions as the directors may think fit. Any such conditions may be made subject to such conditions as the directors may think fit. Any such conditions may be made subject to such conditions as the directors may think fit.

Delegation of directors' powers

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exercise the powers of the directors in connection with the discharge of their duties and may be paid or bear. Any such remuneration may be made subject to such conditions as the directors may think fit. Any such conditions may be made subject to such conditions as the directors may think fit. Any such conditions may be made subject to such conditions as the directors may think fit.

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Powers of directors

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10. The directors may, by power of attorney or otherwise, appoint any person to be the agent or

permitted under the Charities Act 2011 or any statutory modification or re-enactment thereof; and

- 15.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedure in these Articles have been followed.

Proceedings of directors

16. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
17. The quorum for the transaction of the business of the directors may be fixed by the Charity as sole member and unless so fixed at any other number shall be two.
18. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
19. The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
20. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
21. The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.
22. 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.

Directors' conflicts of interest procedure

23. Subject to Article 24, a director shall not vote at a meeting of directors or of a committee of directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the company. A

53. the matter to be decided which conflicts or may conflict with the interests of the company. A directors or participants in decision making outside a meeting if he or she has an interest in subject to Article 54, a director shall not vote at a meeting of directors or of a committee of

Directors, conflicts of interest procedure

55. alternative indicated agreement in writing. in writing, copies of which have been signed by each director or to which each director has common view on a matter. Such a decision may not need to take the form of a resolution each other by such means, including without limitation by electronic means, that they agree a The directors may take a unanimous decision without a director, meeting by indicating to

54. communicate simultaneously with all other participants or virtual meeting signed by resolution of the directors in which all participants may The directors may hold meetings by telephone or by using any televisual or other electronic

50. entitled to vote. been duly appointed and was disqualified and had continued to be a director and had been or had associated office or were not entitled to vote, he or she shall be treated as if he or she had in the appointment of such director or that such of them were disqualified from holding office as a director shall notwithstanding that it be otherwise discovered that there was a defect will also have the effect of directors or of a committee of directors or by a person signing

16. directors present may appoint one of their number to be chair of the meeting. beside or is not present, within five minutes after the time appointed for the meeting the chairman. If there is no director holding that office or if the director holding it is unwilling to the director so appointed shall preside at every meeting of directors at which he or she is may sit and thus remove him or her from that office. Unless he or she is unwilling to do so, The directors may appoint one of their number to be the chair of the board of directors and

18. General meeting. the chairman, the continuing directors or director may set only for the purpose of calling a resolutions in their number, but if the number of directors is less than the number fixed as The continuing directors or a sole continuing director may set notwithstanding such as sole member and unless so fixed at such other number shall be two.

17. The number for the resolution of the directors may be fixed by the chairman votes. In the case of an equality of votes, the chair shall have a second or casting vote. meeting of the directors. Questions arising at a meeting shall be decided by a majority of they think fit. A director may, and the Secretary at the request of a director, shall call a Subject to the provisions of the Articles, the directors may regulate their proceedings as

Proceedings of directors

12.5 provided the directors, conflicts of interest procedure in these Articles have been followed. arrangement of the company shall be liable to be avoided on the ground of such and itself which he or she derives from such such office or employment and no resolution or shall not, by reason of his or her office, be attributable to the company for any purpose thereof; and

being entered under the Companies Act 2011 or any statutory modification or re-enactment

director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

24. The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the director shall be entitled to vote and be counted in the quorum.
25. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and provided he or she is not for another reason precluded from voting each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

Secretary

26. A Secretary may, unless appointed by the Charity in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. A Secretary appointed by the Charity may be removed only by it following the procedure for removal of directors.
27. The Secretary shall not be remunerated if he or she is a trustee of the Charity unless permitted under the constitution of the Charity or the Charities Act 2011 or any statutory modification or re-enactment thereof but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled.
28. If there is no Secretary:
 - 28.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and
 - 28.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically for that purpose by the directors.

Minutes

29. The directors shall cause minutes to be made in books kept for the purpose:
 - 29.1 of all appointments of officers made by the directors; and
 - 29.2 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 the directors shall cause all written resolutions of the Charity as sole member and of the directors to be kept in such books.

Accounts

Accounitz

directors to be kept in such books
and the directors shall cause all written resolutions of the Company as aforesaid and of the

directors including the names of the directors present at each such meeting:

58.5 of all proceedings at meetings of the company and of the directors: and of committees of

58.6 of all appointments of officers made by the directors: and

58.7 The directors shall cause minutes to be made in books kept for the purpose:

Minutes

by the directors:

58.8 as far as to a director: or a person authorized generally or specifically for that purpose
such thing else required or authorized to be done by or to the Secretary of the company may

58.9 required to the Secretary shall be as far as possible required to the company: and

58.10 sent to the Secretary may be given or sent to or saved on: the company itself: and if
such thing authorized or required to be done or sent to or saved on: the company may send

58.11 it there is no Secretary:

the same extent that the directors are entitled

58.12 to remuneration or reimbursement thereof but shall be entitled to reimbursement of expenses to
be incurred under the constitution of the Company or the Companies Act 2014 or any enactment.

58.13 The Secretary shall not be remunerated if he or she is a trustee of the Company unless

directors:

58.14 appointed by the Company may be removed only by a resolution of the directors for removal of
him or her on conditions as they may think fit: and may be removed by them: A Secretary

58.15 appointed director: for appointment by the directors for such term as such remuneration and
A Secretary may: unless appointed by the Company in accordance with the procedure for

Secretary

58.16 subject of each resolution except that concerning the or the own appointment

58.17 each of the directors concerned shall be entitled to vote and be counted in the election in
director respectively and provided he or she is not for sufficient reason disqualified from voting

58.18 company is interested the director may be divided and considered in relation to such
directors to officers or employees with the company or such body corporate in which the

58.19 Where directors are under consideration concerning the appointment of two or more
persons:

58.20 between himself interest the director shall be entitled to vote and be counted in the
election or in respect of a particular matter following which he interest is not a

58.21 The company may by ordinary resolution appoint a director: conflict of interest either
on which he or she is not entitled to vote

58.22 director shall not be counted in the election unless a meeting in relation to a resolution

30. Accounts shall be prepared in accordance with the Companies Acts.

Notices

31. Subject to the provisions of the Companies Acts and these Articles, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing.
32. The company may give any notice to the Charity by sending it by post in a prepaid envelope addressed to the Charity at its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.
33. An authorised representative of the Charity present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
34. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent.

Winding up

35. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Charity.

Indemnity

36. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Liability of members

37. The liability of the Charity as sole member is limited to the amount, if any, unpaid on the shares held by it.

shares held by it.

32. The liability of the Company as sole member is limited to the amount, if any, unpaid on the

Liability of members

definite breach of duty or breach of trust in relation to the affairs of the company;
application in which relief is granted to him or her by the court from liability for negligence;
given in his or her favour or in which he or she is acquitted or in connection with any
by him or her in defending any proceedings, whether civil or criminal, in which judgment is
company shall be indemnified out of the assets of the company against any liability incurred
which a director may otherwise be entitled, every director or other officer or auditor of the
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Indemnity

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32. If the company is wound up all remaining assets of the company after paying the debts of

Winding up

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of the purpose for which it was called.

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Notices

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