



FILE COPY

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

Company No. 7278360

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

KEELEX 357 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 **9th June 2010**



N07278360K



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

203306/20

Application to register a company

Oyez

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 reg
a limited liability partnership. To
this, please use form LL IN01

THURSDAY



ANTLQKJ4

A09

03/06/2010

136

COMPANIES HOUSE

Part 1 Company details

Filing 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

KEELEX 357 LIMITED

For official use

--	--	--	--	--	--	--	--

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

A2

Company name restrictions 2

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

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' 3

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

3 Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4

Company type 4

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

4 Company type
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5 Situation of registered office 1

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

1 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 2

Please give the registered office address of your company

Building name/number ST PETER'S HOUSE

Street ST MARY'S WHARF

MANSFIELD ROAD

Post town DERBY

County/Region DERBYSHIRE

Postcode D E 1 3 T P

2 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 3

Please choose one option only and tick one box only

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

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☒ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3 ☐ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

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

A8 Restricted company articles 4

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

☐

4 Restricted company articles

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**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.

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.

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.

Signature ⁴

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

Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="font-size: 2em; margin-right: 10px;">X</div> <div style="font-size: 2em;">X</div> </div>
-----------	--

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 ¹	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
1 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 ²	
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 ³	
Registration number	
2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk	
3 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 ⁴	
Registration number	
4 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 ⁵	
I consent to act as secretary of the proposed company named in Section A1	
Signature	<div>Signature X</div> <div>X</div>
5 Signature The person named above consents to act as corporate secretary of the proposed company	

IN01

Application to register a company

Director

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*	MR									
Full forename(s)	HITESH									
Surname	PUNJANI									
Former name(s) ²										
Country/State of residence ³	ENGLAND									
Nationality	BRITISH									
Date of birth	d ²	d ¹	m ⁰	m ²	y ¹	y ⁹	y ⁷	y ⁸		
Business occupation (if any) ⁴	SOLICITOR									

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.

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	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode										
Country										

5 Service address

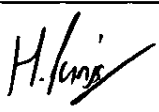
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

Signature ⁶

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

Signature	<div style="display: flex; justify-content: space-between;"> Signature X </div>  X									
-----------	--	--	--	--	--	--	--	--	--	--

6 Signature

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

IN01

Application to register a company

Director

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	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
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.

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	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
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.

Signature ⁶

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

Signature	<div>Signature</div> <div>×</div>
-----------	-----------------------------------

6 Signature

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

IN01

Application to register a company

Corporate director

Corporate director appointments ¹

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

Name of corporate body or firm	KEELEX CORPORATE SERVICES LIMITED						
Building name/number	ST PETER'S HOUSE						
Street	ST MARY'S WHARF MANSFIELD ROAD						
Post town	DERBY						
County/Region	DERBYSHIRE						
Postcode	D	E	1		3	T	P
Country	ENGLAND						

¹ 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

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

EEA companies ²

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 ³	ENGLAND AND WALES						
Registration number	02640586						

² EEA

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

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

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 ⁴							
If applicable, the registration number							

⁴ 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

Signature ⁵

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

Signature	Signature X <i>H. Vini</i> FOR AND ON BEHALF OF X KEELEX CORPORATE SERVICES LIMITED						
-----------	---	--	--	--	--	--	--

⁵ 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)**

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
ORDINARY	0	£1.00	1	£ 1.00
				£
				£
				£
Totals			1	£ 1.00

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

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

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

Totals

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

Total number of shares

Total aggregate
nominal value ⁴

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

¹ Including both the nominal value and any
share premium

³ Number of shares issued multiplied by
nominal value of each share

² 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

Statement of capital (Prescribed particulars of rights attached to shares)	
Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	
Class of share	ORDINARY
Prescribed particulars 1	<p>A) FULL VOTING RIGHTS WHICH ARE UNRESTRICTED AND NON PREFERENTIAL,</p> <p>B) FULL RIGHTS TO PARTICIPATE IN A DISTRIBUTION, IN RESPECT OF DIVIDENDS WITHOUT ANY RESTRICTIONS OR PREFERENCE,</p> <p>C) FULL RIGHTS TO PARTICIPATE IN A DISTRIBUTION, IN RESPECT OF CAPITAL (INCLUDING ON A WINDING UP) WITHOUT ANY RESTRICTIONS OR PREFERENCE;</p> <p>D) SHARE IS NOT TO BE AND IS NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER(S).</p>

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		1 Prescribed particulars of rights attached to shares
Prescribed particulars 1		<p>The particulars are</p> <ul style="list-style-type: none">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), andd 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

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 KEELEX FORMATIONS LIMITED	ORDINARY	1	STERLING	£1	£1	£0
Address ST PETER'S HOUSE ST MARY'S WHARF MANSFIELD ROAD DERBY DE1 3TP						
Name						
Address						
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)

Subscribers

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

IN01

Application to register a company

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

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

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

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

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

1 Name
Please use capital letters

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

3 Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

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

Statement of compliance delivered by the subscribers 1

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

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

Subscriber's signature	Signature X <i>H. Pujia</i> FOR AND ON BEHALF OF X KEELEX FORMATIONS LIMITED
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages 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	

22

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

Company name

Keelys LLP

Address

St Peter's House

St Mary's Wharf

Mansfield Road

Post town

Derby

County/Region

Postcode

D E 1 3 T P

Country

DX

DX 700892, Derby 4

Telephone

01332 268680



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 of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below.

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006
MEMORANDUM OF ASSOCIATION
OF
KEELEX 357 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

Name of each subscriber

Authentication by each subscriber

Keelex Formations Limited



For and on behalf of Keelex Formations
Limited

Dated this | day of JUNE 2010

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
KEELEX 357 LIMITED
(the "Company")

1 INTERPRETATION

1 1 In these Articles unless the context otherwise requires each of the following words and expressions shall have the following meanings

"Act"	the Companies Act 2006 (as amended from time to time)
"Articles"	these articles of association as amended from time to time
"Business Day"	any day other than a Saturday or Sunday or a public or bank holiday in England
"eligible director"	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)
"Model Articles"	the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as at the date of adoption of these Articles
"Paragraph"	a paragraph of these Articles

1 2 Words and expressions defined in or having a meaning provided by the Act (but excluding any statutory modification not in force on the date of adoption of these

Articles), unless the context otherwise requires, have the same meanings when used in these Articles

- 1 3 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles
- 1 4 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
 - 1 4 1 any subordinate legislation from time to time made under it, and
 - 1 4 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 5 Any phrase introduced by the terms "**including**", "**include**", "**in particular**", "**without limitation**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 6 Articles 8(3), 9(1), 9(2)(c), 11(2), 11(3), 13, 14(1) to (5) (inclusive), 16, 17(2) and (3), 21, 44(2), 49(4)(c), 52 and 53 of the Model Articles shall not apply to the Company
- 1 7 Article 8(2) of the Model Articles shall be deleted and replaced with "Such a decision may, without limitation, take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing"
- 1 8 Article 24(c) of the Model Articles shall be deleted and replaced with "the amount paid on the shares, and"
- 1 9 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"
- 1 10 Articles 31(a) to (c) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide"
- 1 11 Article 31(d) of the Model Articles shall be amended by the deletion of the words "either" and "or by such other means as the directors decide"

SHARES

2 ALLOTMENT OF SHARES

- 2 1 In accordance with section 567 of the Act section 561 of the Act is excluded generally in relation to the allotment by the Company of equity securities (as defined in section 560 of the Act)

3 COMPANY'S LIEN OVER PARTLY PAID SHARES

- 3 1 The Company has a lien (the "**Company's lien**") over every share which is partly paid for any part of

3 1 1 that share's nominal value, and

3 1 2 any premium at which it was issued,

which has not been paid to the Company, and which is payable immediately or at some time in the future, whether or not a call notice has been sent in respect of it

- 3 2 The Company's lien over a share

3 2 1 takes priority over any third party's interest in that share, and

3 2 2 extends to any dividend or other money payable by the Company in respect of that share and (if the lien is enforced and the share is sold by the Company) the proceeds of sale of that share

4 ENFORCEMENT OF THE COMPANY'S LIEN

- 4 1 Subject to the provisions of this Paragraph, if

4 1 1 a lien enforcement notice has been given in respect of a share, and

4 1 2 the person to whom the notice was given has failed to comply with it,

the Company may sell that share in such manner as the directors decide

- 4 2 A lien enforcement notice

4 2 1 may only be given in respect of a share which is subject to the Company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed,

- 4 2 2 must specify the share concerned,
- 4 2 3 must require payment of the sum payable within 14 days of the notice,
- 4 2 4 must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise, and
- 4 2 5 must state the Company's intention to sell the share if the notice is not complied with
- 4 3 Where shares are sold under this Paragraph
 - 4 3 1 the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser, and
 - 4 3 2 the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale
- 4 4 The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied
 - 4 4 1 first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice,
 - 4 4 2 second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the Company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the Company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice
- 4 5 A statutory declaration by a director that the declarant is a director and that a share has been sold to satisfy the Company's lien on a specified date
 - 4 5 1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and
 - 4 5 2 subject to compliance with any other formalities of transfer required by the Articles or by law, constitutes a good title to the share

5 CALL NOTICES

- 5 1 Subject to the Articles and the terms on which shares are allotted, the directors may send a notice (a "**call notice**") to a member requiring the member to pay, no later than 14 days after the date of the notice, the Company a specified sum of money (a "**call**") which is payable in respect of shares which that member holds at the date when the directors decide to send the call notice

6 LIABILITY TO PAY CALLS

- 6 1 Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid
- 6 2 Joint holders of a share are jointly and severally liable to pay all calls in respect of that share

7 FAILURE TO COMPLY WITH CALL NOTICE: AUTOMATIC CONSEQUENCES

- 7 1 If a person is liable to pay a call and fails to do so by the call payment date
- 7 1 1 the directors may issue a notice of intended forfeiture to that person, and
- 7 1 2 until the call is paid, that person must pay the Company interest on the call from the date the call is payable at 4 per cent per annum above the base rate of the Bank of England from time to time

8 NOTICE OF INTENDED FORFEITURE

- 8 1 A notice of intended forfeiture
- 8 1 1 may be sent in respect of any share in respect of which a call has not been paid as required by a call notice,
- 8 1 2 must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise,
- 8 1 3 must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice,
- 8 1 4 must state how the payment is to be made, and

8 1 5 must state that if the notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited

9 DIRECTORS' POWER TO FORFEIT SHARES

9 1 If a notice of intended forfeiture is not complied with before the date by which payment of the call is required in the notice of intended forfeiture, the directors may decide that any share in respect of which it was given is forfeited, and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture

10 EFFECT OF FORFEITURE

10 1 Subject to the Articles, the forfeiture of a share extinguishes

10 1 1 all interests in that share, and all claims and demands against the Company in respect of it, and

10 1 2 all other rights and liabilities incidental to the share as between the person whose share it was prior to the forfeiture and the Company

10 2 Any share which is forfeited in accordance with the Articles

10 2 1 is deemed to have been forfeited when the directors decide that it is forfeited,

10 2 2 is deemed to be the property of the Company, and

10 2 3 may be sold, re-allotted or otherwise disposed of as the directors think fit

10 3 If a person's shares have been forfeited

10 3 1 the Company must send that person notice that forfeiture has occurred and record it in the register of members,

10 3 2 that person ceases to be a member in respect of those shares,

10 3 3 that person must surrender the certificate for the shares forfeited to the Company for cancellation,

10 3 4 that person remains liable to the Company for all sums payable by that person under the Articles at the date of forfeiture in respect of those shares,

including any interest (whether accrued before or after the date of forfeiture), and

10 3 5 the directors may waive payment of such sums wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal

10 4 At any time before the Company disposes of a forfeited share, the directors may decide to cancel the forfeiture on payment of all calls and interest due in respect of it and on such other terms as they think fit

11 PROCEDURE FOLLOWING FORFEITURE

11 1 If a forfeited share is to be disposed of by being transferred, the Company may receive the consideration for the transfer and the directors may authorise any person to execute the instrument of transfer

11 2 A statutory declaration by a director that the declarant is a director and that a share has been forfeited on a specified date

11 2 1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and

11 2 2 subject to compliance with any other formalities of transfer required by the Articles or by law, constitutes a good title to the share

11 3 A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any) nor is that person's title to the share affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share

11 4 If the Company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the Company the proceeds of such sale, net of any costs and expenses incurred by the Company, and excluding any amount which

11 4 1 was, or would have become, payable, and

11 4 2 had not, when that share was forfeited, been paid by that person in respect of that share,

but no interest is payable to such a person in respect of such proceeds and the Company is not required to account for any money earned on them

12 GENERAL MEETINGS

- 12 1 If a meeting is adjourned because a quorum is not present, and at the adjourned meeting a quorum is not present within half an hour from the time appointed for that adjourned meeting, the holders then present shall form a quorum

13 POLL VOTES

- 13 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 13 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new article at the end of that article

14 PROXIES

- 14 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles 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 accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"
- 14 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

15 CALLING A DIRECTORS' MEETING

- 15 1 Any director may call a directors' meeting by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the Company secretary (if any) to give such notice

16 PROCEEDINGS OF DIRECTORS

- 16 1 The quorum for directors meetings shall be one director unless otherwise determined by the directors. Notwithstanding, any quorum previously set by the directors if the Company has only one director article 7 of the Model Articles shall apply

17 TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

- 17 1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

17 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

17 1 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,

17 1 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,

17 1 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

17 1 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

17 1 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

18 RECORDS OF DECISIONS TO BE KEPT

- 18 1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

19 APPOINTMENT OF DIRECTORS

- 19 1 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director
- 19 2 For the purposes of **Paragraph 19.1** where 2 or more shareholders die or have a bankruptcy order made against them (as the case may be) in circumstances rendering it uncertain who was the last to die or have a bankruptcy order made against him (as the case may be), a younger shareholder is deemed to have survived or have a bankruptcy order made against him later than an older shareholder
- 19 3 A shareholder or shareholders holding a majority of the voting rights in the Company (within the meaning of paragraph 2 of Schedule 5 of the Act) shall have power at any time, and from time to time, to appoint any person to be a director and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the shareholder or shareholders making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the registered office of the Company

20 INDEMNITY

- 20 1 Subject to **Paragraph 20.2**, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- 20 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him

as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

20 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in **Paragraph 20.1.1** and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

20 2 This Paragraph does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

20 3 In this Paragraph

20 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

20 3 2 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company

21 INSURANCE

21 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

21 2 In this Paragraph

21 2 1 a "**relevant officer**" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or

not he is also a director or other officer), to the extent he acts in his capacity as auditor),

21 2 2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

21 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate