

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
of  
KITE UK BIDCO 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

**Companies Acts** means the Companies Acts (as defined in section 2 CA 2006), in so far as they apply to the Company

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

**director** means a director for the time being of the Company and includes any person appointed by a director of the Company as that director's alternate director but only while acting as such

**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 (as amended from time to time)

**proxy notice** has the meaning given in Article 23

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

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 Articles 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 Directors to take decisions collectively**

Article 7(2) of the private company MA shall be deleted and replaced with the following:

"If and for so long as the Company only has one director, the general rule in article 7.1 of the private company MA does not apply, and the sole director may take decisions without regard to any of the provisions of these articles. Nothing in these articles is to be construed as requiring the Company to have more than one director."

## **3 Unanimous decisions**

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 signed by each eligible director (whether on the same or different copies of it) or to which each eligible director has otherwise indicated agreement in writing."

## **4 Conflicts of interest**

- 4.1 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 they

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 they or any firm of which they are a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. Notwithstanding their 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 4.2, a director may vote on any matter in which they are interested and be included for the purpose of a quorum at any meeting at which the same is considered and they may retain for their own benefit all profits and advantages accruing to them.

- 4.2 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 4.1 applies to the relationship, the director shall not be in breach of the general duties they owe to the Company under the Companies Acts because they absent themselves from any meetings or discussions relating to the authorised conflict, make arrangements not to receive documents and information relating to the authorised conflict sent or supplied by the Company and/or make arrangements for such documents and information to be received and read by a professional adviser, fail to disclose to the board or to any person any information which they obtain otherwise than as a director and in respect of which they have a duty of confidentiality to another person, and/or fail to use or apply any such information in performing their duties as a director.

## **5 Calling a directors' meeting**

Article 9(4) of the private company MA shall be amended by the addition of the words "at any time before, or" after the words "to that effect to the company".

## **6 Participation in directors' meetings**

Article 10(3) of the private company MA shall be amended by the addition of the following sentence at the end of that article: "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".

## **7 Quorum for directors' meetings**

- 7.1 Article 11(2) of the private company MA shall be deleted and replaced by Articles 7.2 and 7.3.
- 7.2 Subject to Article 7.3 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 the Company has only one director, in which case it will be one director.

- 7.3 For the purposes of any meeting (or part of a meeting) held to authorise a director's conflict as envisaged in Article 4.2, if the quorum is more than one but there is only one eligible director in office, the quorum for such meeting (or part of a meeting) shall be one eligible director.

## **8 Chairing of directors' meetings**

- 8.1 Article 12(4) of the private company MA shall be deleted and replaced by the following, "If the directors have not appointed a chairman, or the chairman is unwilling to chair the meeting, or is not participating in a directors' meeting within 10 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it."

## **9 Appointment, removal and disqualification of directors**

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 The office of a director shall be vacated if they are removed from office under Article 9.3. Article 18 of the private company MA shall be modified accordingly.
- 9.5 In article 9.3, reference to a holder or holders holding a more than one half of the issued Ordinary Shares of the Company is reference to a holder or holders holding more than one half of the total voting rights of shareholders who would have been entitled to vote on the matter had it been proposed as a resolution of the shareholders.

## **10 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.

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

Article 17(2) of the private company MA shall be replaced by the following:

"In any case where on the death or bankruptcy of a sole or last surviving member the Company has no directors, the transmittee(s) of that sole or last surviving member have the right, by notice in writing, to appoint a person to be a director."

## **12 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".

## **13 Alternate directors**

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

"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.

13.2 Any appointment or removal of an alternate director made under these Articles shall be delivered at the registered office of the Company.

13.3 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 their appointer is a member".

13.4 Save as otherwise provided in these Articles, an alternate director shall not have power to act as a director nor shall they 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.

13.5 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".

## **14 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.

## **15 Lien**

15.1 The company's lien as defined by article 52 of the public company MA shall apply to:

- (a) all shares of the Company whether fully paid or not;
- (b) 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;
- (c) and shall be for all indebtedness or other liability to the Company of any member.

15.2 Article 52 of the public company MA shall be amended accordingly.

## **16 Replacement share certificates**

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".

## **17 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".

## **18 Deductions from distributions**

Article 73 of the public company MA shall be amended by the deletion of:

- (a) the words "in respect of that share" in article 73(1); and
- (b) article 73(2).

## **19 Capitalisation of profits**

19.1 Article 36(1)(a) of the private company MA shall be amended by the deletion of the words "or capital redemption reserve" and their replacement with the words ", capital redemption reserve, redenomination reserve or any other reserve".

19.2 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.

## **20 Purchase of own shares**

20.1 Without prejudice to any power of the Company to acquire its own shares under Part 18 CA 2006, the Company may purchase its own shares out of capital otherwise than in accordance with Chapter 5 Part 18 CA 2006, as contemplated by and subject to section 692(1ZA) CA 2006.

## **21 Members can call general meeting if not enough directors**

21.1 Subject to Article 21.2, 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.

21.2 Article 21.1 does not apply if there is only one director.

## **22 Poll votes**

22.1 Article 44(2) of the private company MA is amended by the addition of the following at the end of that Article:

(e) a person or persons holding shares in the Company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

22.2 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.

## **23 Form of proxy notices**

23.1 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 name[s] and on my/our behalf at the general meeting of the Company to be held on [•] 202[•] and at any adjournment of such meeting.

Authenticated on [•] 202[•]."

- 23.2 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 name[s] and on my/our behalf at the general meeting of the Company to be held on [•] 202[•] 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 [•] 202[•]."

- 23.3 A proxy notice must be delivered to the Company in accordance with these Articles not less than 48 hours before the time appointed for holding the general meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions in the notice of the meeting to which they relate. In calculating the 48 hour period, no account will be taken of any part of a day that is not a working day.

## **24 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 their receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, whether on a show of hands or 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.

## **25 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.

## **26 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.

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

27.1 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."

27.2 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.

## **28 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)".

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

- 29.1 Article 52(1) of the private company MA shall be amended by replacing the word "may" with the word "shall".
- 29.2 Article 53(1) of the private company MA shall be amended by replacing the words "may decide to" with the word "shall".