

Attn: Mr Mike Sullivan  
Jordans Ltd  
Business Information  
21 St Thomas Street  
BRISTOL  
BS1 6JS

Account Number: 134735A	
Job Number: GK0815	
Order Recorded: 26/11/15	
Your Ref: MJS/Newfile	
Email: mike_sullivan@jordans.co.uk	

## JORDANS LIMITED Company Number:00865285

Search type: *Full Search M/A No Accts*

### GENERAL INFORMATION

#### Date of Incorporation

The Company was incorporated on the 30 November 1965

#### Change of Name History

Details of most recent change of name(s) (maximum of two) are as follows  
On 17 June 1996 from JORDAN & SONS LIMITED/JORDANS LIMITED

#### Registered Office

The Company changed its Registered Office on 28 May 1987 to  
21 St Thomas Street  
Bristol  
BS1 6JS

#### Memorandum and Articles of Association

For the latest Memorandum and Articles of Association including any Resolutions making any further changes

See copies

### DIRECTOR, SECRETARY AND SHAREHOLDER INFORMATION

#### Annual Return

The last filed Annual Return was dated 31 March 2015  
There have been no changes since the last Annual Return.  
For a list of the current Directors other Directorships, please see the attached report.

See copies

### ACCOUNTS INFORMATION

#### Accounting Reference

The Company's Accounting Reference date is 31 March

### MORTGAGE AND LIQUIDATION INFORMATION

#### Mortgage Register

The Company has a Mortgage Register, for any outstanding entries

See copies

#### Adverse Information

There are NO Liquidation, Receivership, Administration or Winding-up documents recorded by Companies House or in the Gazette against the Company.

\*\*\*\*\*

#### End of Report

## MORTGAGE REPORT

JORDANS LIMITED Company Number:00865285

### 0003 GUARANTEE & DEBENTURE

Created: 17/12/1987 Registered 05/01/1988 PARTIAL PROPERTY RELEASE

Person(s) Entitled: BARCLAYS BANK PLC

Amount Secured: ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO THE CHARGE ON ANY ACCOUNT WHATSOEVER.

Short Particulars:

DUPLICATE FOR THE FILE.

No. **005205**



# Certificate of Incorporation

I Hereby Certify that

**HAMIPLAS LIMITED**

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **THIRTIETH DAY OF NOVEMBER**  
**ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.**

*L.S. Whisfield*

Assistant Registrar of Companies.

Certificate received by }

Date 30 NOV 1965

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 865285

The Registrar of Companies for England and Wales hereby certifies that  
JORDAN & SONS LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
JORDANS LIMITED

Given at Companies House, Cardiff, the 17th June 1996

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For the Registrar of Companies



\*C00865285G\*



C O M P A N I E S H O U S E

HC006B

DUPLICATE FOR THE FILE

No. ~~8~~ 285



# Certificate of Incorporation on Change of Name

Whereas

**HAMIPLAS LIMITED**

was incorporated as a limited company under the

**COMPANIES ACT, 1948,**

on the **THIRTIETH DAY OF NOVEMBER, 1965**

**And Whereas** by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

**Now therefore** I hereby certify that the Company is a limited company incorporated under the name of

**TYNDALL REGISTRARS LIMITED**

Given under my hand at London, this **NINETEENTH DAY OF DECEMBER**  
**ONE THOUSAND NINE HUNDRED AND SIXTY SIX.**

Certificate received by

*[Signature]*

*L.S. Whitfield*  
Assistant Registrar of Companies.

Date



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. **865285**

Whereas

13

**TINDALL REGISTRARS LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACT, 1948,**  
on the **30TH NOVEMBER, 1965**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**JORDAN & SONS, LIMITED**

Given under my hand at London the **25TH JUNE, 1968.**

*Assistant Registrar of Companies*

C.172

JORDAN & SONS LIMITED  
Company Number 865285  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS OF JORDAN & SONS LIMITED

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at 21 St Thomas Street, Bristol BS1 6JS on 28 February 1994, the following Ordinary Resolutions were passed:-

ORDINARY RESOLUTION

INCREASE  
AUTHORISED  
SHARE CAPITAL

THAT the share capital of the company be increased from £50000.00 TO £1000000.00 by the creation of the following new shares:

950000 ordinary shares of £1.00 each ranking in all respects pari passu with the 50000 existing ordinary shares of £1.00 each in the capital of the Company.

ORDINARY RESOLUTION

S.80  
AUTHORITY

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Signed (Director)

*[Handwritten signature]*  
.....



A28  
COMPANIES HOUSE

\*AT9FGPZF\*

0560  
26/04/00

865285

THE COMPANIES ACT 1948

and

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JORDANS LIMITED

(Altered by Special Resolution dated 28 February 1994)

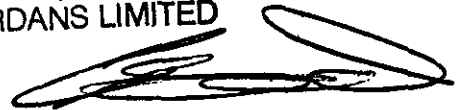
1. \*The name of the Company is "JORDANS LIMITED".
2. The registered office of the Company will situate in England.
3. The Company's objects are:-

(a) (i) To carry on the business of company and business registration agents and advisers; to undertake and carry out searches into public and private records of every description, to provide company reports and credit status reports of all kinds and to provide registered office facilities and conduct international law agency and company registrar and company secretarial services of all kinds; to carry on business as printers, publishers, stationers, advertising and general agents, and agents for the registration of patents, trade marks and designs, to carry on all or any of the businesses of manufacturers, designers, developers, installers, maintainers, importers, exporters, hirers, letters on hire of, agents for and dealers in computers, silicon chips, software, recording media, computer print ribbons, programmes, data processing supplies, equipment and machinery of every description and of, for and in office equipment and furniture and commercial appliances, accessories and utensils of every description; to act as business efficiency, advertising, sales and marketing consultants and advisers, and consultants in efficiency techniques, business factory works and office management, product design and economic, legal, technical and financial matters affecting commerce and industry; to act as business managers, contractors and

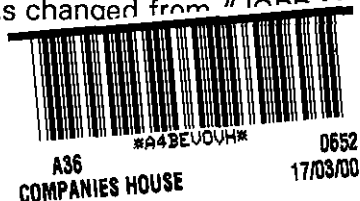
\* On 17 June 1996 the name of the Company was changed from "JORDANS SONS LIMITED".

**CERTIFICATION**

**WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.**  
**JORDANS LIMITED**



**JORDANS LIMITED**  
**21 St. Thomas Street**  
**Bristol BS1 6JS**  
**LAW/HG/ TX2045**





representatives, commission and general agents; to act as debt collection agents including the issuing of summonses, writs and notices on behalf of principals and the receiving of moneys on behalf of principals and applying for judgement to summonses, execution, garnishee or other orders and to take such legal steps as may be necessary for the recovery of debts by attendance at any Court of Law or otherwise, either personally or through a Solicitor or Solicitors or other agent; and to undertake and arrange the training, instruction and engagement of staff and personnel in businesses of all kinds, and to provide temporary staff and personnel, office accommodation and secretarial and general office assistance.

(ii) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the

generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To distribute among its creditors and Members in cash, specie or kind any property of the Company of whatever nature.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for *underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.*

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or

to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of, and to wind up or procure the dissolution of the Company in any state or territory.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether formed, registered, incorporated, constituted, domiciled or resident in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. \*The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each.

\* By Ordinary Resolution dated 28 February 1994 the authorised share capital was increased from £50,000 by the creation of a further 950,000 shares of £1 each.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

JORDANS LIMITED

(Adopted by Special Resolution dated 28 February 1994)

**CERTIFICATION**

**WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985. JORDANS LIMITED.**



**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company.

(b) In these Articles the expressions:-

"the Act"

means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and

"subsidiary company"

means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said Section shall be construed accordingly.

## ALLOTMENT OF SHARES

2. (a) Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company. Authority given to the Directors for the purposes of or pursuant to Section 80 of the Act shall not constitute a consent pursuant to the provisions of this paragraph.

(b) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

(b) Clause 37 in Table A shall be read and construed as if the last sentence were omitted therefrom.

(c) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (d) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

(d) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

(e) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(f) Clauses 40 and 41 in Table A shall not apply to the Company.

6. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

7. Clause 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

#### APPOINTMENT OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.



(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

(g) Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever appointed.

9. (a) Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a Director or the Secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' Minute Book as soon as practicable after such service.

(b) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and any restriction imposed by these Articles shall be subject to the provisions of the Act.

(c) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company.

#### ASSOCIATE DIRECTORS

10. (a) The Directors may at any time and from time to time appoint any employee of the Company to the position of Associate Director.

(b) An Associate Director shall advise and assist the Directors but shall not attend Board Meetings except at the invitation of the Directors, and when present at the Board Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall as Associate Director have such powers,

authorities and duties as the Directors may in the particular case from time to time determine.

(c) An Associate Director shall not be deemed a member of the Board, nor any committee thereof, nor shall he be a Director for any of the purposes of these Articles of Association or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Act 1985.

(d) Without prejudice to any rights or claims the Associate Director may have under any contract with the Company, any appointment as an Associate Director may be terminated by the Directors at any time and shall ipso facto terminate if the Associate Director shall from any cause cease to be an employee of the Company.

(e) An Associate Director may receive such remuneration (if any) in addition to the remuneration received as an employee of the Company as the Directors shall from time to time determine.

#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

12. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

(c) Clause 66 in Table A shall be read and construed as if the last sentence were omitted therefrom.

#### GRATUITIES AND PENSIONS

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be

entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

14. (a) Clause 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.

(b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### NOTICES

15. (a) A notice may be given by the Company to any Member or other persons entitled to a share in consequence of the death or bankruptcy of a Member by post or by telegraphic or telex or facsimile communication. Clauses 112 and 116 in Table A shall be modified accordingly.

(b) Clause 112 in Table A shall be read and construed as if the last sentence were omitted therefrom.

(c) A notice given by post shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted and a notice given by telegraphic or telex or facsimile communication shall be deemed to be given at the expiration of 24 hours after despatch of the communication. Clause 115 in Table A shall be modified accordingly.

(d) Clause 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

#### INDEMNITY

16. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

17. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.

(b) For so long as the Company is a subsidiary company, no transfer of a share shall be registered without the prior consent of the Company's holding company.

(c) The first sentence of Clause 24 in Table A shall not apply to the Company.

#### THE SEAL

18. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

**G**

**Notice of increase  
in nominal capital**

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

Company number

865285

Name of company

Jordan & Sons Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28th February 1994 the nominal capital of the company has been increased by £950000.00 beyond the registered capital of £50000.00

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Ranking pari passu with the existing 50000 shares of £1 each

For The West of England Trust Ltd.

Signed



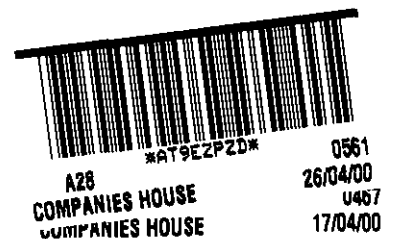
Designation Secretary

Date 28th February 1994

Presenter's name address telephone number and reference (if any):

J S Fuller  
Jordan & Sons Limited  
21 St Thomas Street  
Bristol  
BS1 6JS  
0272 230600

For official use  
D.E.B.



**Jordans**

PC SECRETARY SOFTWARE

**Directors and Officers**
**JORDANS LIMITED Company Number:00865285**
**Mr I.A. Harbottle (Director)**

Manor Cottage Lascot Hill, Wedmore, Somerset, BS28 4AF

 Date of Birth: **27/08/1948**

 Appointed: **17/11/1993**

 Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

JORDAN PUBLISHING LIMITED

**Appointed**

14/02/1997

WEST OF ENGLAND TRUST LIMITED(THE)

09/06/1993

JORDANS TRUST COMPANY LIMITED

30/10/2007

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, BS1 6JS

 Date of Birth: **11/1959**

 Appointed: **1/02/1995**

 Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

LEVITTSYSTEMS INTERNATIONAL BUILDING CORPORATION

**Appointed**

11/01/2010

LEVITTSYSTEMS INTERNATIONAL DEVELOPMENT CORPORATIO

11/01/2010

WEST OF ENGLAND TRUST PENSION TRUSTEES LIMITED(THE)

03/11/2003

PLAYBOY TV UK LIMITED

09/12/2011

TCNZ (UNITED KINGDOM) SECURITIES LIMITED

23/04/2015

SILVERPLAZA LIMITED

02/12/1994

EXPRESSCO LIMITED

12/01/2001

GREATER UNION LIMITED

28/07/1998

TRANSWORLD PACKAGING LTD.

25/09/2008

GRAZDEN LIMITED

03/08/2015

CORPMAN (UK) LTD.

19/02/2002

COLUSSI GRUPPO ALIMENTARE LIMITED

12/05/2009

JORDAN TRUSTEES (UK) LIMITED

21/10/2003

PRAXISIFM TRUST &amp; CORPORATE SERVICES LIMITED

24/09/2008

MANCORP (UK) LIMITED

05/06/2006

CADDICK ESTATES LIMITED

12/09/2008

CSN HOLDINGS (UK) LIMITED

29/11/2012

CSN ACQUISITIONS LIMITED

29/11/2012

JORDANS TRUST COMPANY LIMITED

04/10/2007

VARIMON LIMITED

19/05/2009

BELLZONE MINING (UK) LTD

02/07/2009

REAL STAR ASSET MANAGEMENT LIMITED

24/09/2009

SOUTH ATLANTIC (NOMINEES) LIMITED

15/06/2010

BEDFORD NO. 3 LIMITED

09/05/2012

DI SOURCE LIMITED

09/11/2012

MARITIME DRILLING HOLDINGS LIMITED

03/08/2015

S7 TRETAIL UK LIMITED

06/06/2013

EEA SELECT LIFE SETTLEMENTS LIMITED

17/07/2013

WIC (UK) LTD

24/11/2014

ASIAMERICA CORPORATION LIMITED

29/04/2015

ADLER GROUP LTD

30/09/2015

OPERA AUTOMOTIVE LIMITED

30/07/2015

**Mr I.A. Harbottle (Director)**

4 The Lyndons Lyndhurst Road, Exeter, United Kingdom, EX2 4PT

 Date of Birth: **11/04/1945**

 Appointed: **21/11/2000**

 Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

JORDAN PUBLISHING LIMITED

**Appointed**

20/07/2011

WEST OF ENGLAND TRUST LIMITED(THE)

31/03/1991

WEST OF ENGLAND TRUST PENSION TRUSTEES LIMITED(THE)

27/09/1993

EVALUATE GROUP LIMITED

22/02/2001

CCFHB LIMITED

20/06/2003

MAXAM PROPERTY (UK) LIMITED	01/04/2014
THE LYNDONS PROPERTY MANAGEMENT COMPANY LIMITED	23/05/2013
THE CUBA MOUNTAIN COFFEE COMPANY LIMITED	14/10/2014
EVALUATEPHARMA LIMITED	31/10/2012

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, BS1 6JS

 Date of Birth: **10/05/1961** Appointed: **17/05/2001** Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

	<b>Appointed</b>
JORDANS (SCOTLAND) LIMITED	01/10/2007
JORDAN NOMINEES (SCOTLAND) LIMITED	24/03/2010
OSWALDS OF EDINBURGH LIMITED	24/03/2010
JORDAN PUBLISHING LIMITED	15/07/2009
JORDAN & SONS LIMITED	24/03/2010
JORDAN GROUP LIMITED	24/03/2010
JORDAN COMPANY SECRETARIES LIMITED	29/09/2008
EXPRESS COMPANY REGISTRATIONS LIMITED	24/03/2010
BEDFORD NOMINEES (U.K.) LTD.	24/03/2010
EXPRESS COMPANY SECRETARIES LIMITED	24/03/2010
INSTANT COMPANIES LIMITED	24/03/2010
SWIFT INCORPORATIONS LIMITED	24/03/2010
EXPRESSCO LIMITED	12/12/2003
INCORPORATOR LIMITED	24/03/2010
PAILEX NOMINEES LIMITED	24/03/2010
PAILEX SECRETARIES LIMITED	24/03/2010
THE CITIZENS COMPANY LIMITED	24/03/2010
FAME LIMITED	24/03/2010
REGISTERED SHARE NOMINEES LIMITED	24/03/2010
JUST COMPANIES LIMITED	24/03/2010
JORDAN TRUSTEES (UK) LIMITED	19/11/2008
JUST DATA LIMITED	24/03/2010
JORDAN SECRETARIES LIMITED	29/09/2008
JORDANS ACCOUNTING SERVICES LIMITED	29/09/2008
JORDANS PROPERTY SERVICES LIMITED	29/09/2008
JORDANS BUSINESS INFORMATION LIMITED	29/09/2008
BEDFORD NOMINEES NO. 2 LIMITED	29/09/2008
JORDANS TRUST COMPANY LIMITED	04/10/2007
INSTANT NOMINEES LIMITED	29/09/2008
JORDAN COSEC LIMITED	29/09/2008
SWIFT NOMINEES LIMITED	29/09/2008
BEDFORD NO. 3 LIMITED	09/05/2012
JORDANS CORPORATE LAW LIMITED	04/09/2013
JORDANS 150 LIMITED	18/10/2012
NAMEGUARD LIMITED	18/09/2013

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, BS1 6JS

 Date of Birth: **15/03/1955** Appointed: **12/05/2004** Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

None

**Appointed**
**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, United Kingdom, BS1 6JS

 Date of Birth: **27/07/1962** Appointed: **2/11/2011** Nationality: **British**
**Other Directorships/Memberships (Live Companies Only)**

	<b>Appointed</b>
JORDAN PUBLISHING LIMITED	25/01/2011
JORDANS 150 LIMITED	18/10/2012
HILDERSHAM PUB CO LTD	02/02/2015

**Mr I.A. Harbottle (Director)**

Page: 4 of 5

**Please Note:** The documents (if supplied) or information contained in this report are the latest available to the public at the date of this report.

All goods and services are provided on the terms of the Company's standard Conditions of Business, copies of which are available on

Registered in England & Wales No. 865285 | Registered Office: 21 St Thomas Street Bristol BS1 6JS | www.jordans.co.uk | VAT: GB 137 4442 71

21 St Thomas Street, Bristol, United Kingdom, BS1 6JS

Date of Birth: **18/05/1977** Appointed: **8/02/2012** Nationality: **British**

**Other Directorships/Memberships (Live Companies Only)**

JORDANS TRUST COMPANY LIMITED  
JORDANS CORPORATE LAW LIMITED

**Appointed**  
11/05/2009  
13/03/2014

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, United Kingdom, BS1 6JS

Date of Birth: **24/10/1965** Appointed: **6/02/2013** Nationality: **British**

**Other Directorships/Memberships (Live Companies Only)**

JORDANS (SCOTLAND) LIMITED  
JORDANS CORPORATE LAW LIMITED  
JORDANS LEGAL LIMITED  
JORDANS LAW LIMITED  
BRISTOL CHILDREN'S FOUNDATION

**Appointed**  
31/05/2013  
23/01/2013  
17/05/2013  
17/05/2013  
19/03/2014

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, United Kingdom, BS1 6JS

Date of Birth: **8/05/1958** Appointed: **15/05/2013** Nationality: **British**

**Other Directorships/Memberships (Live Companies Only)**

NAMEGUARD LIMITED

**Appointed**  
18/09/2013

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, United Kingdom, BS1 6JS

Date of Birth: **19/08/1965** Appointed: **14/05/2014** Nationality: **British**

**Other Directorships/Memberships (Live Companies Only)**

JORDAN PUBLISHING LIMITED  
JORDANS TRUST COMPANY LIMITED  
JORDANS CORPORATE LAW LIMITED

**Appointed**  
14/05/2014  
14/05/2014  
05/06/2014

**Mr I.A. Harbottle (Director)**

21 St Thomas Street, Bristol, Avon, BS1 6JS

Date of Birth: Appointed: **29/08/2003** Nationality: **British**

**Other Directorships/Memberships (Live Companies Only)**

End of Report

**Appointed**





**Change of Particulars  
for Director**



X44VL98A

*Company Name:* **Jordans Limited**

*Company Number:* **00865285**

*Received for filing in Electronic Format on the:* **08/04/2015**

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*Details Prior to Change*

*Original Name:* **JASON ANTHONY BURGOYNE**

*Date of Birth:* **18/05/1977**

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*New Details*

*Date of Change:* **01/01/2015**

*Change of Occupation:* **DIRECTOR**

# *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.



**Annual Return**



Received for filing in Electronic Format on the: **08/04/2015**

X44VLCLS

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*Company Name:* **Jordans Limited**

*Company Number:* **00865285**

*Date of this return:* **31/03/2015**

*SIC codes:* **63110**  
**69201**  
**70229**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **21 ST THOMAS STREET**  
**BRISTOL**  
**UNITED KINGDOM**  
**BS1 6JS**

**Officers of the company**

# *Company Secretary 1*

*Type:* **Corporate**

*Name:* **JORDAN COMPANY SECRETARIES LIMITED**

*Registered or  
principal address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

## *European Economic Area (EEA) Company*

*Register Location:* **ENGLAND & WALES**

*Registration Number:* **00555893**

---

*Company Director* **1**

*Type:* **Person**  
*Full forename(s):* **JASON ANTHONY**

*Surname:* **BURGOYNE**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **18/05/1977**                      *Nationality:* **BRITISH**  
*Occupation:* **DIRECTOR**

*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR THOMAS STEPHEN**

*Surname:* **EDWARDS**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **19/08/1965**                      *Nationality:* **BRITISH**

*Occupation:* **NONE SUPPLIED**

*Company Director* 3

*Type:* **Person**  
*Full forename(s):* **MRS DEBBIE JANE**

*Surname:* **FARMAN**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **24/10/1965**                      *Nationality:* **BRITISH**

*Occupation:* **NONE SUPPLIED**

*Company Director* 4

*Type:* **Person**  
*Full forename(s):* **BRIAN JOHN**

*Surname:* **GIBBONS**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **15/03/1955**                      *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**



*Company Director* 5

*Type:* **Person**  
*Full forename(s):* IAN ANTHONY

*Surname:* HARBOTTLE

*Former names:*

*Service Address:* MANOR COTTAGE LASCOT HILL  
WEDMORE  
SOMERSET  
UNITED KINGDOM  
BS28 4AF

*Country/State Usually Resident:* UNITED KINGDOM

*Date of Birth:* 27/08/1948                      *Nationality:* BRITISH

*Occupation:* CHARTERED ACCOUNTANT

---

*Company Director* 6

*Type:* **Person**  
*Full forename(s):* **MARTIN WILLIAM GORDON**

*Surname:* **PALMER**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **10/11/1959**                      *Nationality:* **BRITISH**  
*Occupation:* **DIRECTOR**

*Company Director* 7

*Type:* **Person**  
*Full forename(s):* **NICHOLAS DARYL**

*Surname:* **REES**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **10/05/1961**                      *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

*Company Director* 8

*Type:* **Person**  
*Full forename(s):* **MR WILLIAM NICHOLAS**

*Surname:* **RICKETTS**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **27/07/1962**                      *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

*Company Director* 9

*Type:* **Person**  
*Full forename(s):* **MR CLIVE ANTHONY**

*Surname:* **RUFFELS**

*Former names:*

*Service Address:* **21 ST THOMAS STREET  
BRISTOL  
UNITED KINGDOM  
BS1 6JS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **08/05/1958**                      *Nationality:* **BRITISH**

*Occupation:* **NONE SUPPLIED**

*Company Director* 10

*Type:* **Person**  
*Full forename(s):* **MR RICHARD**

*Surname:* **TEMPLETON**

*Former names:*

*Service Address:* **4 THE LYNDONS LYNDHURST ROAD  
EXETER  
UNITED KINGDOM  
EX2 4PT**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **11/04/1945**                      *Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

## Statement of Capital (Share Capital)

---

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1000000</b>
		<i>Aggregate nominal value</i>	<b>1000000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

**SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD.**

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1000000</b>
		<i>Total aggregate nominal value</i>	<b>1000000</b>

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### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 31/03/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **1000000 ORDINARY shares held as at the date of this return**  
*Name:* **THE WEST OF ENGLAND TRUST LIMITED**

---

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.