

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES  
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SPECIAL RESOLUTIONS

of

HOLFORD ESTATES MANAGEMENT SERVICES LIMITED

Passed 6 January 1986

The following resolutions were duly passed as Special Resolutions at an Extraordinary General Meeting of the Company held on 6 January 1986:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association be amended by the substitution of the following wording in place of the existing clause 3.

"3. The objects for which the Company is established are:-

- (A) To carry on business as a property company and for that purpose to acquire by purchase, exchange or otherwise, either for an estate in fee simple or for any less estate, whether in possession or in reversion, and whether vested or contingent, and to cultivate, develop, manage, maintain and improve, and to sell, demise, mortgage, charge or let, exchange, transfer, alienate or dispose of, or otherwise deal with in any manner deemed desirable, any lands, buildings and premises and real property of any description within the United Kingdom or



elsewhere, whether subject or not to any charges or incumbrances and all estates and interests therein.

- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidence of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or

by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint-purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company."

2. That the Articles of Association annexed hereto and signed by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.

  
.....  
J. METCALF  
Chairman

THE COMPANIES ACTS 1948 TO 1967

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

HOLFORD ESTATES MANAGEMENT SERVICES LIMITED

1. The name of the Company is "HOLFORD ESTATES MANAGEMENT SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) To carry on business as a property company and for that purpose to acquire by purchase, exchange or otherwise, either for an estate in fee simple or for any less estate, whether in possession or in reversion, and whether vested or contingent, and to cultivate, develop, manage, maintain and improve, and to sell, demise, mortgage, charge or let, exchange, transfer, alienate or dispose of, or otherwise deal with in any manner deemed desirable, any lands, buildings and premises and real property of any description within the United Kingdom or elsewhere, whether subject or not to any charges or incumbrances and all estates and interests therein.
  - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
  - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.



- (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidence of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (I) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up.

- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any ~~rational~~, charitable, benevolent, public, general or useful object or for any ~~exhibition~~, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £22,000, divided into 22,000 Ordinary Shares of £1 each.



WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES, AND DESCRIPTIONS  
OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

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ARTHUR BARLOW WOOD  
42 Faversham St,  
Moston,  
Manchester, 10  
Tool Maker

One

MARJORIE MARY WOOD  
42 Faversham St,  
Moston,  
Manchester, 10  
Clerk

One

EMILY INGHAM  
51 Laburnum St,  
Salford, 6,  
Coil Winder

One

JOHN ROBERT INGHAM  
51 Laburnum St,  
Salford, 6,  
Tool Maker

One


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DATED the 14th day of December, 1953

Witness to the above signatures:-

JAMES SANDIFORD,  
31 Princess Street,  
MANCHESTER 2,  
Chartered Accountant

This is a print of the Memorandum of Association of  
Holford Estates Management Services Limited  
as amended by Special Resolution  
dated 6 January 1986

  
..... J T RICHMOND  
Secretary

Company No.527514

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION  
OF

HOLFORD ESTATES MANAGEMENT SERVICES LIMITED

(adopted by Special Resolution passed on  
6 January 1986)

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles the Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company to the exclusion of all other regulations.
2. In these Articles where the context allows, words denoting the singular number shall include the plural number (and vice versa), words denoting the masculine gender shall include the feminine and neuter genders, and words denoting persons shall include corporations.

DEFINITIONS

3. In these Articles the term "Parent Company" shall mean [IMI plc]. The term "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof.



## SHARE CAPITAL

4. (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot any shares of the Company, and grant rights to subscribe for or convert any security into shares of the Company up to an aggregate nominal value of [£           ]. This authority shall expire on the fifth anniversary of the date of adoption of these Articles. The Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted after its expiry.
- (b) Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company.

## TRANSFER OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply to the Company.

## NOTICE OF GENERAL MEETING

6. Regulation 38 of Table A shall have effect subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

## PROCEEDINGS AT GENERAL MEETINGS

7. Regulation 41 of Table A shall apply to the Company subject to the addition of the following sentence:  
"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".
8. Regulation 53 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

9. The number of Directors shall not be less than two and all Directors shall be appointed by the Parent Company. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company.

10. The Parent Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in the place of any Director or Directors vacating office. The Parent Company may also in a similar manner appoint additional Directors. Regulations 73 to 80 (inclusive) of Table A shall apply to the Company.
11. Each of the Directors shall hold office until he is removed in manner provided by Article 10 or dies or vacates office under Article 18.

### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge 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.

### POWERS AND DUTIES OF DIRECTORS

13. Subject to the provisions of Article 21 hereof (which relates to the appointment and powers of a Managing Director) the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in general meeting, subject nevertheless to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
14. Provided he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly.
15. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such periods and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relation thereby established.

16. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to be appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
17. The Directors shall cause minutes to be made in books provided for the purpose:-
- (A) of all appointments of officers made by the Directors;
  - (B) of all names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

#### VACATION OF OFFICE BY DIRECTORS

18. The office of Director shall be vacated if the Director :-
- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
  - (C) becomes of unsound mind or incapacitated by age or infirmity; or
  - (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
  - (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

Regulation 81 of Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

19. The Chairman of the Board shall be appointed from amongst the Directors by the Parent Company who may also at any time and from time to time remove the Chairman and appoint any other person to be Chairman in his place. The method of appointment and removal shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company. At any time when there is no such Chairman or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting. Regulation 91 of Table A shall not apply to the Company.
20. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.

## MANAGING DIRECTOR

21. (A) The Parent Company may at any time and from time to time appoint by notice in writing to the Secretary of the Company by a duly authorised officer of the Parent Company any one or more of the Directors to the office of Managing Director on such terms and for such period as it thinks fit and may similarly revoke such appointment. Notwithstanding the period of such appointment, the appointment shall automatically determine if the Managing Director ceases for any cause to be a Director. Regulation 84 of Table A shall not apply to the Company.
- (B) A Managing Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the Parent Company may determine.
- (C) The Parent Company shall on appointing a Managing Director determine the powers which he shall be entitled to exercise and in so determining may entrust to and confer upon him all or any of the powers of the Directors upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of the powers of the Directors, and the Parent Company may from time to time revoke, withdraw, alter or vary all or any of such powers.

## ALTERNATE DIRECTORS

22. Each Director shall have the power to nominate any person approved by the Parent Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to

such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director. Regulations 65 and 67 of Table A shall not apply to the Company and at the end of Regulation 66 there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

#### LOCAL MANAGEMENT

23. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by the Articles.
24. The Directors may from time to time and at any time establish any local board or agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such local board or managers or agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such local board or any of them to fill up any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.
25. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.

#### ASSOCIATE DIRECTORS


26. The Directors may at any time and from time to time appoint any of the managers or employees of the Company to be an Associate Director having such title including the word "Director" as the Directors may decide. A person so appointed shall not be a Director of the Company and shall not be a member of the Board. Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.



## INDEMNITY

27. Regulation 118 of Table A shall not apply. Subject to and so far as may be permitted by the Act the Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses, and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court.

This is a print of the new Articles of Association of  
Holford Estates Management Services Limited  
as adopted by Special Resolution  
dated 6 January 1986

  
..... J. T. RICHMOND  
Secretary