

The Companies Acts 1985 & 1989

COMPANY LIMITED BY SHARES

No. 780367

MEMORANDUM OF ASSOCIATION

of

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

1. The name of the Company is GEORGE WIMPEY SOUTH MIDLANDS LIMITED¹
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 1. To carry on the business of purchasing, developing, marketing, selling, leasing, licensing, disposing and otherwise dealing in land (and any estate or interest in land), houses, flats, apartments, maisonettes and other buildings whether in the United Kingdom or overseas and to purchase or lease for investment, development or resale any domestic, commercial, industrial or any other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or domestic, commercial, industrial or any other property or any interest or estate therein and generally to turn to account land and buildings of all and every description.
 2. To carry on business as house, land and estate agents, and to manage land, buildings and other property, whether belonging to the Company or not and to

¹ The name of the Company was changed from "John McLean & Sons (South West) Limited" to "Grove Side Developments Limited" pursuant to a special resolution passed on 5 March 1968, and from "Grove Side Developments Limited" to "Groveside Developments Limited" pursuant to a Special Resolution passed on 20 June 1978, and from "Groveside Development Limited" to "Tarmac Homes South Midlands Limited" pursuant to a Special Resolution passed on 26 September 1983, and from "Tarmac Homes South Midlands Limited" to "McLean Homes South Midlands Limited" pursuant to a Special Resolution passed on 21 December 2001.

MONDAY



A11 13/07/2009 135
COMPANIES HOUSE
A29 03/07/2009 355
COMPANIES HOUSE

let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income arising therefrom.

3. To build, erect, prepare, survey, layout, construct, demolish, reconstruct, alter, improve, develop, furnish and maintain domestic, commercial and industrial buildings and any other property acquired by or belonging to the Company or in which the Company is or may be interested, and to consolidate, connect and sub-divide all or any such properties in such manner as the Board of Directors may think fit.
4. To provide advisory, consultancy, management, technical and professional services to any person, firm or company in relation to any domestic, commercial or industrial property or any interest therein.
5. To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents.
6. To manufacture, develop, process, refine, repair, purchase or sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
7. To carry on any other activity whatsoever and do anything of any nature which may seem to the Board of Directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Board of Directors calculated directly or indirectly to benefit the Company or otherwise advance the interests of the Company or any of its members;
8. To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or in any other industry ancillary thereto or in any business which can conveniently be carried on in connection therewith.
9. To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to traffic in, sell, let, grant licences, easements, options and other rights over or otherwise deal with or dispose of in whole or in part, any lands, buildings, machinery, plant, rights, privileges, concessions, patents, patent rights, secret processes, licences, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery or other property

necessary or convenient for the Company's business and in each case for any consideration which may be thought fit including in particular but without detracting from the generality of the foregoing; for any securities or for a share of profit or a royalty or other periodical or deferred payment.

10. To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
11. To enter into and perform and carry into effect any arrangement with any other person, association of persons, firm, company, body, government or local or municipal authority in any part of the world which is required for the performance of or which is ancillary or supplemental to the carrying out of the above businesses or any of them and in addition the Company shall be empowered to accept payment for any goods sold or services rendered or performed by the Company either in cash or in kind or partly in one way and partly in another or in such other manner as the Company may deem expedient.
12. To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchise and concessions and to carry out, exercise and comply with the same.
13. To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgaging and charging all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or of any subsidiary or associated company or by the creation and issue on such terms as may be thought expedient of securities of any description or by more than one or by all of these methods or by any other method.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, shipping documents, (whether negotiable, transferable or otherwise) and to buy, sell and deal in foreign currencies.
15. To apply for an take out, purchase or otherwise acquire, sell, licence, transfer, deal or trade in any way in trade marks, names, service marks, designs, patents, patent rights, inventions, secret processes, know-how and information and any form of intellectual property and to carry on the business of an inventor, designer or research organisation.
16. To grant remuneration, pensions, allowances, gratuities, bonuses and any other benefits to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or other persons connected to them, and to make payments towards insurance for any such

person, and to establish, maintain or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons; and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants.

17. To organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships, associations and firms of all kinds and to underwrite or guarantee the subscription of shares, stocks, debentures, debenture stock, bonds, loans, obligations, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.
18. To establish or promote or assist in establishing or promoting any company, companies, corporations or associations in any part of the world and to acquire, hold or dispose of the whole or any part of the shares therein or other securities or interests thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company and or interests to guarantee the payments of the dividends, interest or capital arising in connection with any shares or securities of such a company; to promote the beneficial co-operation of any such corporations, companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon.
19. To co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed.
20. To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the company).
21. To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company.
22. To enter into partnership or any other arrangements of any form whatsoever for sharing profits or joint venture or co-operation with any person, firm or company carrying on, engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.

23. To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem to the Board of Directors directly or indirectly to benefit the Company and to hold, sell or otherwise deal with investment or currencies or other financial assets and to carry on the business of an investment company and to vary the investments and holdings of the company as may from time to time be deemed desirable.
24. To lend money, make advances and otherwise give credit to any person, firm or company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company and to guarantee the obligations and contracts of such a person, firm or company or otherwise to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time seem to the Board of Directors to be calculated directly or indirectly to benefit the Company.
25. To guarantee, grant indemnities in respect of, support or secure, improve or enhance, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by more than one or by all of such methods or by any other method, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any person, firm or company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein (including in particular but without detracting from the generality of the foregoing any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company).
26. To act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor or administrator.
27. To procure the Company to be registered or recognised in any country or place in any part of the world.
28. To compensate for loss of office any Director or other officer of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.

29. To payout of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company or individual party or incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
30. To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company or any subsidiary of it or company associated with it or in which it is or may be interested and to effect re-insurance or counter-insurance.
31. To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
32. To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
33. To remunerate or compensate in any form any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business; to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust, or business promoters or managers and of underwriters or dealers in securities, and to act as director of, and as secretary, treasurer, manager, registrar or transfer agent for, any other company and to keep any register to undertake any registration duties, whether in relation to securities or otherwise.

34. To pay for any property or rights acquired by, or for any services rendered to, the Company or as security for any obligation or amount of either in cash or by the issue and allotment securities of the company fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
35. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, or for any services rendered by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
36. To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any trust, association, institution or fund whether connected with any particular trade or business, or with trade or commerce generally or not, or whether in the interests of the Company generally, or for the benefit of any employees or officers (including Directors) at any time of the Company or their families.
37. To give any employee or officers (including Directors) of the Company a share or interest in the profits of the Company's business or part thereof and for that purpose to enter into any arrangement that the Directors might think fit.
38. To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
39. To provide technical, cultural, artistic, educational, entertainment or business material, facilities, information or services and to carry on any business involving any such provision.
40. To carry out research and development of all kinds and expend money thereon in furtherance of any of the above objects.
41. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
42. To cease carrying on or 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.

43. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others. and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
44. To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared

- (i) that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall except if at all where otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company;
- (ii) the word "company" shall (except where referring to this Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (iii) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
- (iv) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
- (v) "holding company", "subsidiary" and "subsidiary undertaking" shall have the same meaning as in the Companies Act 1985;
- (vi) "and" and "or" shall mean "and/or"; and
- (vii) "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;

4. The liability of the Members is limited.
5. The capital of the Company is £12,000,000 divided into 12,000,000 shares of £1 each².

² By a Written Resolution taking effect as an Ordinary Resolution passed on 26 June 2009 the share capital of the Company was increased to £13,000,000 divided into 13,000,000 Ordinary Shares of £1 each.

I, the person whose name and address is subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

Name, Address and Description of Subscriber	Number of Shares taken by Subscriber
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Stanley M Lucas
6 Surrey Street
London WC2

One

Law Stationer

Francis A Dean
6 Surrey Street
London WC2

One

Traveller

Dated this 8th day of November 1963

Witness to the above Signatures

G Higgins
282 Kingston Road
New Malden
Surrey

Secretary