

Number of Company 997433 | 1NO  
FEE  
PAYABLE

## THE COMPANIES ACTS 1948 to 1967

**Declaration of Compliance** with the requirements of the  
Companies Acts 1948 to 1967, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of  
Company

**BANKSIDE GLOBE DEVELOPMENTS**  
**LIMITED**

*Presented by* **VICTOR MISHCON & CO.,**  
**125 High Holborn,**  
**London, WC1V 6QP**

*Presenter's Reference***PG/ES****F. S. MOORE LTD.**

Law Stationers &amp; Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866



I,

STANLEY LEE

of 125 High Holborn

London, W.C.1.

(a) Here insert:  
"A Solicitor of the  
Supreme Court"  
(or in Scotland  
a Solicitor) "engaged  
in the formation"

or  
"A person named  
in the Articles of  
Association as a  
Director" (whichever  
Secretary is applicable).

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of BANKSIDE GLOBE DEVELOPMENTS  
LIMITED,

and that all the requirements of the Companies Acts 1948 to  
1967 in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and  
I make this solemn Declaration conscientiously believing the  
same to be true and by virtue of the provisions of the  
"Statutory Declarations Act, 1835."

Declared at 16 Southampton Place  
in Great London

\* the 4<sup>th</sup> day of December 1970

Before me,

M. D. N. Cobbley

A Commissioner for Oaths, (or a Notary Public or  
Justice of the Peace.)

\* This Declaration must not be made until the Memorandum and Articles of Association  
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

Number of Company.....

997433/2

£250

Form No. 25

CLD

# THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES



## Statement of the Nominal Capital



OF

BANKSIDE GLOBE DEVELOPMENTS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

**NOTE:-** The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

VICTOR MISHCON & CO.

125 High Holborn, London, WC1V 6QP

Presentor's Reference

SL/PG

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COMPANIES REGISTRATION

- 7 DEC 1970

20 OFFICE

# THE NOMINAL CAPITAL

OF

BANKSIDE GLOBE DEVELOPMENTS

LIMITED

is £50,000, divided into 1,000 'A'

Shares of one shilling each. and 49,950 Ordinary

Shares of £1 each

Signature

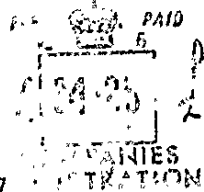
*Victor Plazler*

(State whether Director,  
Manager or Secretary)

Solicitors engaged in the  
formation

Dated the 4th day of December 1970

Reserve for binding



234.5.0

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**9974333**  
**Bankside Globe Developments**  
**Limited.**

1. The name of the Company is BANKSIDE GLOBE DEVELOPMENTS 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 develop the original site in Park Street, Southwark, of Shakespear's Globe Theatre and any other land adjoining such site or suitable for development in conjunction therewith, and to pull down, rebuild, enlarge, alter and improve existing houses, flats, warehouses, buildings and works thereon; to erect and construct theatres, concert halls, opera houses, cinemas, auditoriums, music halls, ballrooms, houses, flats, offices, shops, hotels, restaurants, public houses, buildings and works of every description thereon and to convert and appropriate any of the land into and for roads, streets, squares, gardens and pleasure grounds and generally to deal with and improve the property of the Company.

(B) To carry on either separately or in conjunction with one another, anywhere, all or any of the businesses of estate developers, builders and contractors, and public works contractors, property owners and managers, house, land and estate agents and managers, rent collectors, surveyors, auctioneers, valuers, mortgage brokers, insurance agents, builders agents, builders merchants, furnishers, decorators, electricians, plumbers, removal contractors, warehousemen and general agents.

- (C) 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.
- (D) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to 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 and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this 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 any arrangement for sharing profits or for co-operation or for mutual assistance with 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient and in

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and 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 or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (R) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.



(5)

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (T) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

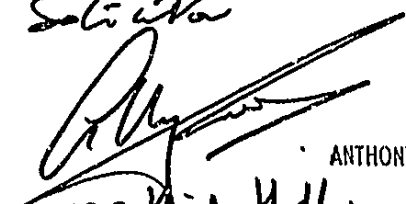
It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £50,000 divided into 1,000 'A' Shares of 1s. each and 49,950 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.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.. (In Words)
<p>Stacy Lee 12 5 High Holborn London W.C.1 Solicitor</p> <p> ANTHONY COWEN 125 High Holborn London W.C.1V 6QP Solicitor</p>	<p>One 'A' Share</p> <p>One 'A' Share</p>

DATED this Fourth day of December 1970.

WITNESS to the above Signatures :-

P. J. Goddard,  
125, High Holborn,  
London,  
WC1V 6QP.  
Solicitor's Articled Clerk

997433/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

**Articles of Association**  
**OF**  
**Bankside Globe Developments**  
**Limited.**

PRELIMINARY

1. The Regulations contained in Part II of Table A of the Companies Act, 1948 as amended by the Companies Act 1967 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Regulations.

2. Regulations 24, 44, 53, 62, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £50,000 divided into 1,000 'A' Shares of 1s. each and 49,950 Ordinary Shares of £1 each.

INCREASE OF CAPITAL

4. (A) The Company may from time to time by Ordinary Resolution increase its share capital by such sum, to be divided into shares of such amounts, as the Resolution shall prescribe: Provided however that unless otherwise directed by the Resolution by which the Share Capital is increased as aforesaid all of such shares shall be Ordinary Shares of £1 each.

(B) Unless otherwise determined by the Company by Resolution and subject to the terms of any contract binding on the Company, any unissued shares and any new shares from time to time to be created shall, before they are issued, be offered as to 'A' Shares to the members holding 'A' Shares in proportion as near as may be to the number of shares held by them at the time such offer is made, and as to Ordinary Shares to the members holding Ordinary Shares in proportion as near as may be to the number of Ordinary Shares held by them at the time such offer is made.

#### RESOLUTIONS

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

#### DIRECTORS

6. The number of Directors of the Company shall be not less than two nor more than ten. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association.

7. Each Director shall have the power from time to time to appoint either another Director or any person approved for that purpose by Resolution of the Board of Directors to act as alternate Director in his place at all meetings, in all proceedings in which and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall, except as to remuneration, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal

under this clause shall be effected in writing under the hand of the Director making the same.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every holder of 'A' Shares present in person shall have one vote and on a poll every holder of 'A' Shares shall have one vote for each share registered in his name. Holders of Ordinary Shares shall not be entitled to vote.

DIRECTORS' POWERS

9. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

10.. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

11. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.

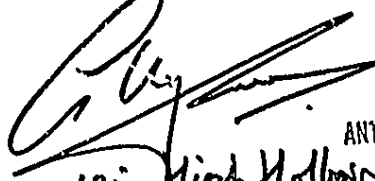
12. (A) A Member or Members holding a majority in nominal amount of the issued 'A' Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

(B) The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

Names, Addresses and Descriptions of Subscribers.

Stanley Lee  
125 High Holborn  
London W.C.1.

Solicitor



ANTHONY COWEN

125, High Holborn  
London W.C.1V 6QP  
Solicitor

DATED this Four day of December 1970.

WITNESS to the above Signatures :-

P. J. Goddard,  
125, High Holborn,  
London,  
WC1V 6QP.  
Solicitor's Assistant Clerk.



## CERTIFICATE OF INCORPORATION

No. 997433

I hereby certify that

**BANKSIDE GLOBE DEVELOPMENTS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **17TH DECEMBER, 1970.**

  
(F. L. KNIGHT)

*Assistant Registrar of Companies*