



THE COMPANIES ACTS 1948 TO 1980

Form No G41a

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

For official use

Company number

Name of company

I, KEVIN JOHN DEAN

of Flat 1

6 Clydesdale Road

London W11 1JE

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of and also a director

of 6 CLYDESDALE ROAD LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Blackfriars House, 19 New Bridge Street, London EC4V 6RY

Signature of Declarant

the 26th day of March

One thousand nine hundred and Eighty-two

before me R. J. Thomas

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

K J Dean
Flat 1
6 Clydesdale Road
London W11 1JE

For official use
General section

Post room



16/02/1982 150

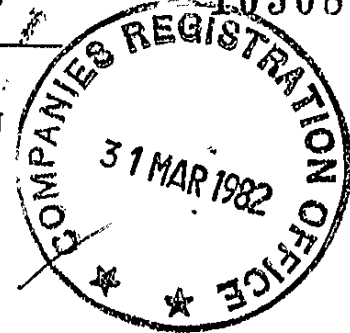
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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

6 CLYDESDALE ROAD LIMITED



1. The Name of the Company is "6 CLYDESDALE ROAD LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are:

(A) (i) To hold and undertake the management maintenance and administration of the property situate at and known as 6 Clydesdale Road, London W.11. (which said property is hereinafter referred to as "the Property") and the land appurtenant thereto and to undertake the repair decoration and maintenance and upkeep of the Property and other services and to maintain the same and in connection therewith to engage and employ such servants and other persons as may from time to time be necessary or appropriate in relation to the Property and to keep the same insured and pay all premiums payable in respect thereof.

(ii) To improve the said Property by constructing reconstructing pulling down altering adding to enlarging decorating furnishing fitting up and maintaining the same and by paving draining cultivating and by advancing money to and entering into contracts and arrangements with builders tenants and others.

(iii) To keep the Property in good and substantial repair and condition and the exterior and all communal parts thereof in a good state of decoration with all necessary amendments reparations and cleansing and generally in a suitable condition for occupation as a block of superior residential flats to pay rates taxes assessments charges and other outgoings in respect thereof and to provide other amenities and services for the said flats.

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- (iv) To provide for the rebuilding repairing and reinstating of all or any part of the Property in case of destruction thereof or damage thereto by fire or otherwise.
- (B) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by persons having, or about to have, dealings with the Company.
- (C) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings 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.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (G) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to,

guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (H) To subsidise, and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (I) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person firm or company whatsoever. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.
- (J) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (K) 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, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or

taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (L) 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 fully paid up in full or in part or otherwise.
- (M) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (N) To receive money on deposit upon such terms as the Company may approve.
- (O) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (R) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (S) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (T) To sell, develop, grant licences, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose

of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

- (U) To support, subscribe or contribute to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business and to subsidise or assist any association of employers or employees or any trade association. To give pensions, gratuities, annuities or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the wives, children or other dependents or relatives of such persons, to make advance provision for the payment of such pensions, gratuities or annuities as aforesaid by establishing or acceding to such trusts schemes or arrangements (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation for the time being in force) as may seem expedient, to appoint trustees or to act as trustee of any such schemes or arrangements.
- (V) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (W) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (X) To distribute any of the property of the Company in specie among the shareholders.
- (Y) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (Z) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the

objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £12 divided into 12 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

Ken John Dean

Flat 1

6 Clydesdale Road

London W11

Solihull

One

Beverley Anne Hoare

Flat 1

6, Clydesdale Rd

London W11 NE.

Barnister

One

DATED the 26th day of March, 1982.

WITNESS to all the above Signatures:-

S. H. M. M.

25 Clydesdale Gardens

Richmond

Sumner

Barnister.

THE COMPANIES ACTS 1948 to 1981

1630835/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

6 CLYDESDALE ROAD LIMITED

PRELIMINARY.

1. (A) In these Articles "Table A" means Part I of Table A in the First Schedule to the Companies Act, 1948 as amended, "the 1948 Act" means the Companies Act 1948 "the 1976 Act" means the Companies Act 1976, "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 15, 24, 52, 54, 64, 75, 77, 79, 87, 88, 89, 90, 91, 92, 93, 94, 107, 128, 128A and 136 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

(C) In these Articles:-

"the Property" shall mean the land and property known as 6 Clydesdale Road London W.11 together with the appurtenances thereto

"flat" shall mean a flat in the Property

"Flat-Owner" shall mean a person entitled to the benefit of a lease of one of the flats derived immediately out of the freehold interest therein and where two or more persons are jointly entitled to such benefit shall include all such persons.

Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include incorporations.

PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is £12 divided into 12 shares of £1 each.

4. (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities of the Company to such persons, at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall, subject to Section 14(5) of the 1980 Act, be for a period expiring on the 1st day of January 1985 unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of allotment.

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. The pre-emption provisions of subsections (1), (6) and (7) of Section 17 of the 1980 Act shall not apply to any allotment of the Company's equity securities.

6. The lien conferred by Regulation 11 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

7. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times.

NOTICES.

8. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the 1948 Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to

receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS.

9. Any such resolution in writing as is referred to in Regulation 73A of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

TRANSFERS.

10. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

11. (a) Subject to (c) below two shares in the capital of the Company shall be allotted to each Flat-Owner in respect of the flat of which he is the lessee.

(b) Only the subscribers to the Memorandum of Association and Flat-Owners shall be entitled to be registered as members of the Company.

(c) If a Flat-Owner shall become the lessee of more than one of the flats then in such case he shall be entitled to and shall hold one share in respect of each of the flats of which he shall be the lessee.

(d) A share held by a Flat-Owner shall be transferred and may only be transferred upon or immediately before a change in the ownership of the flat in respect of which it is held and to the person or persons becoming or about to become upon such change the lessee or lessees of such flat.

(e) The price to be paid upon the transfer of a share shall be its nominal value.

(f) If the holder of a share refuses or neglects to transfer in accordance with this Article the Chairman for the time being of the Board of Directors, or, failing him, one of the Directors duly nominated by Resolution of the Board for that purpose, shall forthwith be deemed to be duly appointed attorney of that holder, with full power in his name and on his behalf to execute, complete and deliver a transfer of his share(s) to the person or persons to whom it should be transferred hereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee or transferees in the register of members as the holder or holders by transfer of the said share(s).

(g) Where two or more persons hold a share or shares jointly they shall for the purpose of this Article be treated as a single member.

(h) No member shall dispose of any share or any interest therein save in accordance with the foregoing provisions of this Article and the Directors shall decline to register any transfer of a share (whether it is fully paid or not) not made in accordance with such provisions.

(i) The Directors for the time being shall register each and every transfer of shares made pursuant to this Article.

PROCEEDINGS AT GENERAL MEETINGS.

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in place of those retiring, the appointment of, and the fixing of the remuneration of, the auditors, and the fixing of the remuneration of the Directors.

13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

14. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 of Table A shall be construed accordingly.

15. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 58 of Table A shall be modified accordingly.

16. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

17. (A) Unless otherwise determined by the Company in General Meeting the minimum number of Directors shall be two and there shall be no maximum number. Subject to Article 18 no person who is not a member of the Company shall be entitled to hold office as a Director.

(B) Subject as hereinafter provided any person who becomes a member of the Company shall ipso facto take office as a Director of the Company. Where two or more persons hold a share jointly only that person whose name first appears in the Register of Members of the Company shall be entitled to hold office as a Director in pursuance of this Article.

(C) (i) Subject to Article 23 so long as any corporate body is a member of the Company (or in the case of a joint holding is the member whose name first appears in the Register of Members of the Company) it shall be entitled to appoint one person to be a Director of the Company and to remove any such Director from office and to appoint any other person in place of any such Director so removed or dying or otherwise vacating office.

(ii) Every appointment or removal made pursuant to this paragraph (C) shall be made by notice in writing to the Company signed by or on behalf of the appointor and sent by post to or left at the registered office of the Company. Such notice shall take effect when served or (if sent by post) twenty-four hours after the same shall have been properly addressed and posted.

(D) In the event of a resolution being proposed at any General Meeting of the Company for the removal of a Director then the person holding such office (if a member) or the member (if a corporate body) who shall have appointed such Director shall, on a poll, be entitled to cast such number of votes in respect of such resolution as is equal to twice the number of votes cast by the remaining members in respect of such resolution.

18. Any Director may at any time, and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and

generally to exercise all the powers, rights duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

19. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

20. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 14 of the 1980 Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

21. Without prejudice to the obligation of any director to disclose his interest in accordance with Section 199 of the 1948 Act (as amended by Section 60 of the 1980 Act) a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration and Regulation 84 of Table A shall be modified accordingly.

22. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Regulation 86 of Table A shall be modified accordingly.

23. 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 Section 188 of the 1948 Act or under Section 28 of the 1976 Act; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company

(e) ceases to be a member of the Company.

24. A Director shall not retire by rotation and Regulations 96 and 97 of Table A shall be modified accordingly.

25. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Regulation 95 of Table A shall be deleted.

26. Any such resolution in writing as is referred to in Regulation 106 of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Regulation 106 of Table A shall be modified accordingly.

27. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

28. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 47 of the 1980 Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

29. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 24(d) hereof shall be interpreted accordingly.

CAPITALISATION OF PROFITS.

30. The Directors may with the authority of an Ordinary Resolution of the Company:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or, any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of Ordinary Shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being thereupon effective and binding on all such Members); and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

31. The reference to "Regulation 128 or 128A above" in Regulation 129 of Table A shall be construed as if it were a reference to Article 33 hereof.

PROVISION FOR EMPLOYEES.

32. The Company shall exercise the power conferred upon it by Section 74(1) of the 1980 Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Regulation 4 of Table A.

INDEMNITIES.

33. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.

CONTRIBUTIONS OF MEMBERS

34. (A) The Directors may from time to time resolve that every member shall pay to the Company such a sum (hereinafter called "the member's contribution") as the Directors may consider necessary to ensure the proper administration of the affairs of the Company.

(B) Upon notice of such a resolution being served upon a member the member's contribution shall become a debt due to the Company and payable within 14 days of the receipt of such notice.

(C) No member shall be required to pay a member's contribution unless all other members are at the same time required to pay a member's contribution equal in proportion to their holding of shares in the Company.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ken John Dean

Flat 1

6 Clydesdale Road

London W11

Solihull

Beverly Anne Halse

Flat 1,

6, Clydesdale Rd

London W11 1JE

Barnister

DATED this 26th day of March 1982.

WITNESS to the above Signatures:-

Sharon Allen

25 Clydesdale Gardens

Richmond

Surrey

Barnister



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

1630835

5

Name of Company

6 CLYDESDALE ROAD

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

6 Clydesdale Road, London W11

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☐

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

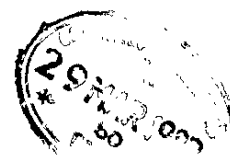
☐

Presentor's
reference (if any):

K J Dean
Flat 1
6 Clydesdale Road
London W11 1JE

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

| | | | |
|--------------------------------------------------------------------|----------------------------------------------|-------------------------------------------|-----------|
| Name (note 2) | Kevin John DEAN | Business occupation | Solicitor |
| Former name(s) (note 3) | None | Nationality | BRITISH |
| Address (note 4) | Flat 1, 6 Clydesdale Road, London W11 1JE | Date of birth (where applicable) (note 6) | |
| Particulars of other directorships (note 5) | None | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date | 26/3/22 |

| | | | |
|--------------------------------------------------------------------|----------------------------------------------|-------------------------------------------|-----------|
| Name (note 2) | Beverley Anne MORSE | Business occupation | Barrister |
| Former name(s) (note 3) | None | Nationality | BRITISH |
| Address (note 4) | Flat 1, 6 Clydesdale Road, London W11 1JE | Date of birth (where applicable) (note 6) | |
| Particulars of other directorships (note 5) | None | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date | 26/3/22 |

| | | | |
|--------------------------------------------------------------------|--|-------------------------------------------|--|
| Name (note 2) | | Business occupation | |
| Former name(s) (note 3) | | Nationality | |
| Address (note 4) | | Date of birth (where applicable) (note 6) | |
| Particulars of other directorships (note 5) | | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date | |

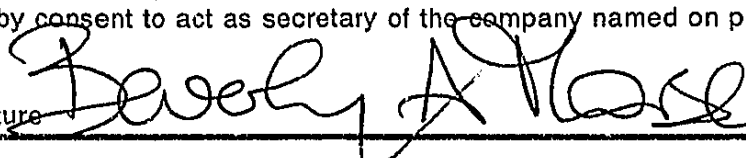
Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

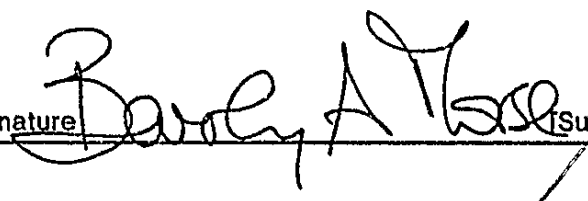

| | |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| Name (notes 2 & 7) | Beverley Anne MORSE |
| Former name(s) (note 3) | None |
| Address (notes 4 & 7) | Flat 1, 6 Clydesdale Road, London W11 1JE |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature |  Date 26/3/82 |

| | |
|---------------------------------------------------------------------|------|
| Name (notes 2 & 7) | |
| Former name(s) (note 3) | |
| Address (notes 4 & 7) | |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature | Date |

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

| | | | | |
|-----------|-------------------------------------------------------------------------------------|-----------------------|------|---------|
| Signature |  | [Subscriber] [Agent]† | Date | 26/3/82 |
| Signature |  | [Subscriber] [Agent]† | Date | 26/3/82 |

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1630835

I hereby certify that

6 CLYDESDALE ROAD LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 23RD APRIL 1982

A handwritten signature in black ink, appearing to read 'A. V. Jones', written over a horizontal line.

Assistant Registrar of Companies

Company No: 1630835

6 Clydesdale Road Limited

SPECIAL RESOLUTION pursuant to section 252 of the
Companies Act 1985

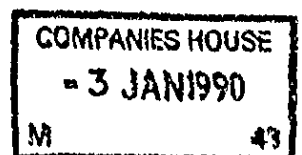
At a general meeting of the Company held on
14th December 1989 at 6 Clydesdale Road London W11
at 7.30pm the following Special Resolution was
passed :-

That in accordance with section 252 of
the Companies Act 1985 the Company shall
be exempt from the obligation to appoint
auditors or otherwise required by section
384 of that Act for the period from 1st April 1990

Signed
Date.

C Thackeray
2-1-89.

Director



Company No. 1630835

6 Clydesdale Road Limited

Minutes of the Annual General Meeting
held at 6 Clydesdale Road, London W11
at 7.30pm on Wednesday 16th December 1992

Present: C. Thackeray (Chairman)

G. Bamford

A. Best

N. MURRAY

N. POYNTON

[Signature]

1. The Chairman welcomed those present and the notice convening the meeting was taken as read.
2. The dormant company accounts in accordance with Section 252 of the Companies Act 1985 for the financial year ending 31st March 1992 were presented to the meeting and approved.
3. There being no further business the meeting ended.

[Signature] Signed:
(Chairman)

Company No. 1630835

6 Clydesdale Road Limited

Minutes of the Annual General Meeting
held at 6 Clydesdale Road, London W11
at 8.30pm on Wednesday 14th December 1994

Present:

C. Thackery

(Chairman)

*Mr. B. B. -
Mr. P. J. -
Mr. M. -
Mr. C.*

1. The Chairman welcomed those present and the notice convening the meeting was taken as read.
2. The dormant company accounts in accordance with Section 252 of the Companies Act 1985 for the financial year ending 31st March 1994 were presented to the meeting and approved.
3. There being no further business the meeting ended.

C. Thackery

Signed:
(Chairman)

