

Co. No. 1741919

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04/11/2016

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COMPANIES HOUSE

**THE COMPANIES ACTS 1948 TO 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

(As amended by Written Resolutions passed on 02 November 2016)

**OF**

**ROSMERRYN PROPERTIES LIMITED**

**PRELIMINARY**

- 1 Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company
- 2 Regulations 3, 11, 24, 47, 75, 77, 79 and 88 to 97 inclusive of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company

**SHARES**

- 3 The Company is a private company limited by shares and, accordingly,
  - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
  - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited
- 4 The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount
- 5 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of Section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article

- 6 Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a special resolution be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed

#### **LIEN**

- 7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon

#### **TRANSFER AND TRANSMISSION OF SHARES**

- 8 The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly
- 9 Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share
- 10 Subject as hereinafter provided
- (a) any share may be transferred to a person who is already a member of the Company,
  - (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his will, and
  - (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind

- 11 The proviso to regulation 32 of Table A shall not apply to the Company

#### **GENERAL MEETING**

- 12 Every notice convening a general meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company

#### **DIRECTORS**

- 13 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in

the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company

- 14 The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 21 of the Companies Act 1976
- 15 A member or members holding a majority in nominal value of the issued Ordinary 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

#### **BORROWING POWERS**

- 16 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, subject to Section 14 of the Companies Act 1980, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party

#### **POWERS AND DUTIES OF DIRECTORS**

- 17 Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered
- 18 Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meeting of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same

#### **DISQUALIFICATION OF DIRECTORS**

- 19 The office of a director shall be vacated -
- (a) if he resigns his office by notice in writing to the Company,
  - (b) if he becomes bankrupt or enters into any arrangement with his creditors,
  - (c) if he is prohibited from being a director by an order made under Section 188 of the Act or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976,
  - (d) if he becomes of unsound mind, or
  - (e) if he is removed from office by resolution duly passed under Section 184 of the Act

#### **THE SECRETARY**

- 20 The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976

## NOTICES

- 21 In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted and if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post"

## INDEMNITY

- 22 In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of Section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

Names, Addresses and Descriptions of Subscribers
<p>P H Byam-Cook 10 Norwich Street London EC4A 1BD</p> <p>Solicitor</p> <p>Brian Collett 10 Norwich Street London EC4A 1BD</p> <p>Solicitor's Clerk</p>

Dated this 27th day of June 1983

WITNESS to the above Signatures -

R A Waterer  
10 Norwich Street  
London EC4A 1BD

Solicitor

**Provisions of the Company's old-style Memorandum of Association which are deemed to be provisions of the Company's Articles of Association pursuant to s.28 Companies Act 2006 and are appended to those Articles pursuant to Sched 2 para 9(1)(a) Eighth Commencement Order**

**ROSMERRYN PROPERTIES LIMITED**

1 The name of the Company is ROSMERRYN PROPERTIES 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 purchase, take on lease or in exchange, or otherwise acquire and hold any lands or buildings, wherever situate, or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof for any period and at such rent, and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon to lay out roads and pleasure gardens and recreation grounds, to pull down, alter or improve buildings, to plant, drain or otherwise improve the land or any part thereof

(B) To construct, equip and carry on works for the manufacture of gas and electricity and to lay mains and pipes, install services and carry on the business of the provisions and supply of electricity and gas, to construct reservoirs and water works, to lay mains and pipes and supply water, and to provide and fix electric, gas and water fittings

(C) To construct, equip, manage and carry on theatres, cinemas, concert halls, reading rooms, hotels, clubs, restaurants, depositories, shops and stores and generally any institution, trade or business, and to supply any service or accommodation which the Company shall deem likely to improve the value of their estates or any part thereof

(D) To carry on business as builders and decorators, joiners, plumbers, metal workers, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds, hotel keepers, house and estate agents, architects and surveyors, bankers, warehousemen, storage contractors, carriers, motor car and coach and lorry proprietors and garage proprietors

(E) To carry on business as dealers in shares, stocks, debentures, debenture stock, securities, policies, book debts, claims, choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents and licences

(F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets

(G) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company

(H) To purchase, take on lease, or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company

(I) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined

(J) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations

(K) To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods, and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company

(L) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested

(M) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid

(N) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect

(O) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company

(P) To amalgamate with any other company

(Q) To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in

particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company

(R) To distribute any of the Company's property or assets among the members in specie

(S) To cause the Company to be registered or recognised in any foreign country

(T) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise

(U) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be 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 £1,000 divided into 1,000 Ordinary Shares of £1 each

WE, the several persons whose names, addresses and descriptions 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 H Byam-Cook 10 Norwich Street London EC4A 1BD  Solicitor	One
BRIAN COLLETT 10 Norwich Street London EC4A 1BD  Solicitors Clerk	One

Dated this 27th day of June 1983

WITNESS to the above Signatures -

R A Waterer  
10 Norwich Street  
London, EC4A 1BD

Solicitor