

THE COMPANIES ACT 2006
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

NEW

ARTICLES OF ASSOCIATION OF
FARRINGDON MANAGEMENT COMPANY

Adopted by Special Resolution dated 21 December 2016

PRELIMINARY

- 1 The regulations contained in the Model Articles for Private Companies Limited by Shares which form Schedule 1 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as amended prior to the date of adoption of these Articles (such Model Articles being hereinafter referred to as "the Model Articles"), shall apply to the Company except insofar as they are excluded or varied by these articles.
- 2 Any expression defined in article 1 of the Model Articles shall bear the same meaning in these articles unless the context otherwise requires
- 3 Regulations 2 and 22(2) of the Model Articles shall not apply to the Company ¹

SHARES

- 4 The Company may by special resolution ²
 - 4.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
 - 4.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - 4.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
 - 4.4 cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person;
 - 4.5 reduce its share capital and any share premium account in any way

¹ Reg 2 relates to limited liability and has, accordingly, been excluded. Reg 22(2) (redeemable shares) has been excluded as per s 684 CA 2006

² These express powers are needed as the equivalent statutory provisions in the CA 2006 are restricted to limited companies