

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2965708

The Registrar of Companies for England and Wales hereby certifies that
KINLEIGH FOLKARD & HAYWARD LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 7th September 1994



P. Bevan
P. BEVAN

N02965708O

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM NO. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* insert full
name of Company

* KINLEIGH FOLKARD & HAYWARD LIMITED

I, DAVID PENNEY
of PROPERTY HOLDINGS LIMITED100 WHITE LION STREET
LONDON, N1† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 TROTT & GENTRY SOLICITORS
80 ISLINGTON HIGH STREET

Declarant to sign below

LONDON N1
the 31ST day of AUGUSTOne thousand nine hundred and 94
before me LawrenceA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.**TROTT & GENTRY**
80 ISLINGTON HIGH ST
LONDON N1 8EQ
071 827 5103 - 278 3653Presenter's name address and
reference (if any):**PROPERTY SEARCH AGENCY LTD**
100 WHITE LION STREET
LONDON
N1 9PF

TEL: 071 837 8889

For official Use
New Companies Section

Post room

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COMPANIES HOUSE

10

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

This form should be completed in black.

CN

For official use ☐

Company name (in full)

KINLEIGH FOLKARD & HAYWARD LIMITED

Registered office of the company on
incorporation.

RO

HARWOOD HOUSE

43 HARWOOD ROAD

Post town

County/Region LONDON

Postcode SW6 4QP

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒

Name PROPERTY SEARCH AGENCY LIMITED

RA

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

PROPERTY SEARCH AGENCY LIMITED

100 WHITE LION STREET

LONDON

Postcode N1 9PF

Telephone 071 837 8889

Extension 124

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS		
LOCATION MATTERS LIMITED		
N/A		
N/A		
N/A		
AD	100 WHITE LION STREET	
LONDON		
Post town		
County/Region		
Postcode	N1 9PF	Country
		ENGLAND
I consent to act as secretary of the company named on page 1		
Signed	<i>Indyella</i>	Date
		31.8.94

Directors (See notes 1 - 5)
Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD		
PROPERTY HOLDINGS LIMITED		
N/A		
N/A		
N/A		
AD	100 WHITE LION STREET	
LONDON		
Post town		
County/Region		
Postcode	N1 9PF	Country
		ENGLAND
DO	1 2 0 7 8 9	Nationality
		NA BRITISH
OC	LAW AGENT	
CD	NONE	
I consent to act as director of the company named on page 1		
Signed	<i>O'Heary</i>	Date
		31.8.94

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

DONationality **NA****OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

31.8.94

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2465100

(Circular stamp)

COMPANIES ACT 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF
ASSOCIATION**

OF

KINLEIGH FOLKARD & HAYWARD LIMITED

1. The Company's name is Kinleigh Folkard & Hayward Limited.
2. The Registered office of the Company will be situated in England & Wales.
3. The Company's objects are:-
 - (a)(i) To carry on business as a general commercial company.
 - (ii) To carry on business for the provision of lectures and courses of further education for chartered surveyors and related professions. To carry on all or any of the businesses of surveyors, estate agents, valuers, assessors appraisers, property sales and business transfer agents, house and building society agents, insurance and mortgage brokers and agents, property managers, consultants and advisers, industrial development consultants, architects, rating and valuation consultants, rent debt collectors, general and commission agents, and to advise on and negotiate on behalf of clients for, purchase, rent, hire, take on lease or in exchange, or otherwise acquire for development, investment or resale, and on behalf of clients to acquire or grant options over, mortgage, charge, let on lease, dispose of or otherwise deal with any lands, houses, shops or other buildings or real or personal property of any tenure or any interest therein; to act as auctioneers and conduct sale rooms in respect of land, buildings, whether industrial, agricultural or residential, objets d'art antiques, furniture, personal effects, livestock, industrial and agricultural equipment, machinery or implements; to provide, create and establish and maintain a service and an organisation for, and to act as specialist in planning and preparing designs, drawings, surveys, plans, models and like for use in connection with building and engineering works, machinery installation and other projects and undertaking of every description; to maintain an organisation for the provision of a drawing office and design service

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(Handwritten mark)

to engineers, builders, contractors and others; to hire and let on hire staff and personnel of every kind, to act as advisers on all matters relating to the planning, specification, estimating and reporting of alternative methods of layout and other building problems and to collect and disseminate information and data of all kinds in connection therewith, to advise on possible systems and layouts to supply estimates as to costs; to supply specifications, to carry out surveys, to obtain tenders and quotations, to draw up contracts, to obtain and place orders for the supply of the machinery fittings, plant and other requisites in relation to the erection or refurbishment thereof; to make application for planning permission, council approval, licences and the like and for financial assistance and grants in respect of building projects, to undertake supervision for building contracts; and generally to manufacture, buy, sell and deal in plant, machinery, tools implements, materials, commodities, substances and articles of all kinds necessary or useful for carrying on the foregoing businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.

(b) To carry on any other business or trade of which the Company may think fit, to be capable of being conveniently or profitably carried on in connection with or ancillary to any business which will enhance the value of any of the Company's property or assets.

(c) To purchase or acquire by freehold or leasehold any property, estate, building, and any form of real or personal property, easements, privileges, rights, concessions, patents, machinery, stock, secret processes, licences and hold for any interest for the purpose of or in connection with the Company's business or any branch or department thereof.

(d) To erect, build, construct, alter, enlarge, pull down, maintain any offices, factories, shops, stores, bridges, reservoirs, works, buildings, mills, wharves, plant and machinery which is necessary or convenient for the Company's business, and to contribute or subsidise the construction, maintenance and erection of any of the above.

(e) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person including (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act 1985, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.

(f) To draw, make, accept, negotiate, endorse, execute, discount and issue promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as approved by the Company and to act as bankers for customers and others.

(g) To borrow or raise money, free or secure any debt or obligation binding on the Company as the Company shall think fit and in particular by mortgages of or charges upon the undertaking and all or any of the company's assets present or future, including the uncalled capital for the time being of the Company or by the creation and issue of debentures or debenture stock or other obligations or securities.

(h) To grant or award pensions, gratuities, allowances and bonuses to any persons who are or have been employees or ex-employees of the Company, Directors or officers, of any associated company, subsidiary company or predecessor in business or to the dependants or connections of such persons, to maintain and establish or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other funds or schemes for the benefit of any such persons, their relatives or dependants, to assist and support any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(i) To make advances to customers and others with or without security, and upon such conditions as the Company may approve, and to guarantee the shares or securities, capital of stocks, dividends and interests of any company of or in which the Company is a member or is otherwise involved in.

(j) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company's business in or upon such investments and in such manner as the Company may approve.

(k) To pay for any right or property acquired by the Company in cash or by fully or partly paid-up shares, with or without deferred or preferred or special rights or restrictions in respect of repayment of voting, dividend, capital or otherwise, or by any securities which the Company has the power to issue, and generally on such terms as the Company may determine.

(l) To enter into any partnership or arrangements for sharing profits by establishing and promoting any company whose objects shall include the taking over or acquisition of any or all of the liabilities or assets of this company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to hold, deal with, sell or dispose of any stocks, securities or shares issued by or any other obligations of any such company.

(m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of voting, dividend, repayment of capital or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, securities or stock so acquired.

(n) To develop, manage, improve, sell turn to account, let on rent, exchange, royalty, share of profits or otherwise, with grant easements, licences and other such rights in or over and in any other manner dispose of or deal with the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(o) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's object or any of them, and to obtain from any such government or authority any concessions, privileges, decrees, rights or charters which the Company may find desirable and to carry out, exercise and comply with any such concessions, privileges, decrees, rights and charters.

(p) To apply for, promote and obtain any Act of parliament, provisional order, licence of the Department of Trade or other authority to enable the Company to carry into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests.

(q) 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.

(r) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts, or agents.

(s) To do all or any of the above things in any part of the world, and either as agents, contractors, principals, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(t) To do all such things as are incidental or conducive to the above objects or any of them.



(i) The word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled, registered or resident in the United Kingdom or elsewhere.

(ii) None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise all objects specified in each sub-clause of this clause as though each sub-clause contained the objects of a separate Company.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

We, the subscribers to this Memorandum of Association, 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 shown opposite our respective names.

NAMES & ADDRESSES OF SUBSCRIBERS	Number of shares taken by each subscriber
Location Matters Limited 100 White Lion Street London N1 9PF	 ONE
Property Holdings Limited 100 White Lion Street London N1 9PF	 ONE

Dated this day the 2nd August 1994

Witness to the above signatures:

Shaista Saeed
100 White Lion Street
London
N1 9PF



THE COMPANIES ACT 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
KINLEIGH FOLKARD & HAYWARD LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985 and shall not therefore offer to the public (for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (for cash or otherwise) any shares or debentures being offered for sale to the public.
2. The regulations in Table A in the schedule to the Companies (Tables A to F) Regulations shall apply to this Company except as hereinafter provided.
3. Regulations 22, 24, 46, 47, 50, 57, 64 to 69, 73 to 78, 79, 80, 89 and 90 of Table A, shall not apply to this Company.

SHARE CAPITAL

4. (a) The Directors of the Company shall within a period of five years from the date of incorporation, be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the Company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
- (b) The Directors of the Company shall have the power to convert all or any of the unissued ordinary shares that are for the time being comprised in the authorised share capital of the Company into ordinary redeemable employee shares.

(c) The said ordinary redeemable employee shares shall be redeemable only at the option of the Company but its Directors shall immediately before the allotment of such shares specify the date on which or by which such ordinary redeemable employee shares are to be or may be redeemed but that failure of the Directors to set such a date immediately before allotment of the said shares they shall be redeemable on the day which is seventy years from the allotment date of the said ordinary redeemable employment shares. All ordinary redeemable employment shares shall be redeemable at par or such higher value as the Board of Directors of the Company may in compliance with the Act determine at the time of issue of the ordinary redeemable employee shares.

(d) The power of the Directors to allot ordinary redeemable employee shares shall only be made in favour of a person or persons who at the date of such allotment, hold a written contract of employment with or be an officer of the Company. The Directors of the Company shall also have the power to impose such additional conditions relating to the holding of ordinary redeemable employee shares of the Company and to amend, alter or add such conditions as they think fit.

5. The Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Any shares may upon passing of an Ordinary Resolution be issued on the condition that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may determine.

6. The Company may (Subject to Chapter VI of the Act) give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

7. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

8. The Directors may in their absolute discretion, and without assigning any reason whatsoever, decline to register any transfer of any share, whether or not it is a fully paid share.

9. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

10. A member who wishes to transfer his ordinary redeemable employee shares shall be entitled to transfer them to the Company if the Company has agreed to purchase such shares. A holder of ordinary redeemable employee shares who ceases to be an employee or officer of the Company for any reason whatsoever shall be deemed to have given notice to the Directors of the Company that he intends to transfer all ordinary redeemable employee shares on such date registered in his name and accordingly he shall also be entitled and be required to transfer such shares at the discretion of the Directors of the Company. Pending redemption a member shall not otherwise transfer his ordinary redeemable employee shares.

PROCEEDINGS AT GENERAL MEETINGS

11. (a) No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

(b) All meetings other than the Annual General Meeting of the Company shall be referred to as an Extraordinary General Meeting. All business transacted at an Extraordinary General Meeting of the Company shall be referred to as special and will be subject to regulation 38 of Table A.

(c) Notices convening any General Meeting shall comply with Section 372 (3) of the Act thereby notifying members of their right to appoint proxies.

DIRECTORS

12. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than one. The first Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly.

13. Section 293 of the Act shall not apply to the Company and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reaching the age of seventy or any other age.

14. A member or members holding a majority of the issued share capital shall have power from time to time and at any time by instrument in writing signed by the member or members, to appoint any person as a Director and to remove from office any Director howsoever appointed.

15. The office of a Director shall be vacated upon:-

- (a) notice in writing to the Company of his resignation from the office of Director;
- (b) ceasing to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- (c) his becoming bankrupt or insolvent or entering any arrangement with his creditors;
- (d) his being of unsound mind.

ALTERNATE DIRECTORS

16. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors subject to the alternate being either a Director of the Company or any such person approved by resolution of all the Directors. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own.

MANAGING DIRECTORS AND MANAGERS

17. The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit. The appointment may be revoked by the Directors at any time and for any reason. A Managing Directors appointment, will automatically be terminated if he ceases from any cause to be a Director.

BORROWING POWERS

18. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party.

SECRETARY

19. The first Secretary of the Company shall be the person or persons named as Secretary in the statement delivered to the Registrar of Companies prior to the formation of the Company.

INDEMNITY

20. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Location Matters Limited
100 White Lion Street
London
N1 9PF



Property Holdings Limited
100 White Lion Street
London
N1 9PF



Dated this day the 2nd August 1994

Witness to the above signatures:-

Shaista Saeed
100 White Lion Street
London
N1 9PF

