

NHP SECURITIES NO 1 LIMITED
(Company number 3103526)

(THE "COMPANY")

COMPANIES HOUSE

FRIDAY



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21/11/2014

#93

WRITTEN RESOLUTIONS OF SHAREHOLDER

CIRCULATION DATE: 12 November 2014

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as ordinary resolutions

- 1 **THAT** the terms of the transactions contemplated by the Documents (as defined in the draft minutes of the meeting of the board of directors of the Company annexed to these written resolutions (the "**Board Minutes**") (and any other agreement or document in connection therewith) and the performance of the Company of its obligations under the Documents (and any other agreement or document in connection therewith) to which it is a party are hereby approved
- 2 **THAT** the entry into or performance by the Company of the Documents (and any other agreement or document in connection therewith) is in the best interests and for the corporate benefit of the Company
- 3 **THAT**
 - (a) any director of the Company (or in the case of any document to be executed by the Company under seal or as a deed, any director and the secretary of the Company or any two directors) be authorised to execute the Documents on behalf of the Company, with such amendments thereto as such officer(s) or person shall in his absolute discretion think fit, and
 - (b) any director or the secretary of the Company, either singly or with any other director of the Company in the case of a deed, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the accession, execution or performance by the Company to or of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 4 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association

SPECIAL RESOLUTION

THAT the articles of association of the Company attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles

Signed by its duly authorised representatives

Signed

A handwritten signature in dark ink, appearing to be 'D.L.' followed by a dot.

for and on behalf of

NHP LIMITED

Date *12 November* 2014

NOTE

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within that period.

Certificate No: 3103526

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**

of

NHP SECURITIES NO. 1 LIMITED

Incorporated on the Nineteenth day of September 1995

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

**NEW
MEMORANDUM OF ASSOCIATION**

of

NHP SECURITIES NO. 1 LIMITED

Amended by Written Resolution passed 3 March 1999

- 1 The Company's name is "NHP Securities No 1 Limited"¹
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
 - 3 1 to
 - 3 1 1 To carry on the businesses of investors in property (in particular, but without prejudice to the generality of the foregoing, property intended for use as nursing homes) and estates, mortgages and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate developers and development agents, to purchase, take on lease, or in exchange or otherwise acquire any lands and buildings in Great Britain or elsewhere, and any estate or interest in any rights connected with any such lands or buildings, to develop and turn to account any land acquired by or in which the Company is interested and in particular (but without prejudice to the generality of the foregoing) by leasing the same back to the vendor of such land
 - 3 1 2 To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property as the Company may deem fit, and may acquire the same for the purposes of investment and with a view to receiving the income therefrom and to carry on any other trade or business whatever

¹ THE COMPANY'S NAME WAS CHANGED FROM NHP SECURITIES NO 1 PLC ON 3 MARCH 1999 THE COMPANY'S MEMBERS HAVING RESOLVED TO EFFECT SUCH CHANGE BY WRITTEN RESOLUTION PASSED * 1999 BY VIRTUE OF THEIR REQUEST FOR REREGISTRATION

which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company

- 3.2 To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or as being ancillary to any of the businesses or activities of the Company
- 3.3 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- 3.4 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- 3.5 To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for any such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3.6 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3.7 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the board of directors and to hold or otherwise deal with any investments made
- 3.8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to receive money on deposit or loan upon any terms.
- 3.9 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to) -
 - 3.9.1 any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business, and
 - 3.9.2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's

holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law, and

- 3 9 3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities
- 3 10 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 3 11 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 12 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem to the board of directors to be calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem to such board to be calculated directly or indirectly to prejudice the Company's interests
- 3.13 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem to the board of directors to be conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which such board may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- 3 14 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 15 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem to the board of directors to be desirable with respect to any business or operations of or generally with respect to any such company or companies
- 3 16 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear to the board of directors to be likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 17 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the board of directors may think fit, and in particular (but without limitation) for shares, debentures, or securities of any company purchasing the same

- 3 18 To act as agent or broker and as trustee or nominee for any person, firm or company, and to undertake and perform sub-contracts
- 3 19 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise
- 3 20 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3.21 To provide, and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing
- 3 21 1 pensions, insurances, allowances, gratuities, bonuses and incentives and benefits of every description including, but not limited to, retirement benefits schemes and/or life assurance schemes, and
- 3 21 2 employees' share schemes (within the meaning of section 743 of the Companies Act 1985) including, but not limited to, profit sharing, share option and share purchase schemes
- to or for the benefit of officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company or of any predecessor in business of any such company or the dependants or relatives of any such persons, and to provide or lend money or provide other financial assistance in accordance with or for the purposes of such arrangements
- 3 22 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the board of directors, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company or the officers, ex-officers, employees or ex-employees of any predecessor in business of the Company or any such company as aforesaid
- 3 23 To purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability
- 3.24 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 3 25 To procure the Company to be registered or recognised in any part of the world

- 3 26 To do all or any of the things or matters aforesaid in any part of the world and either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 3 27 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

AND so that -

- (a) none of the objects set out in any of the preceding sub-clauses of this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause 3, or by reference to or inference from the name of the Company,
- (b) none of the preceding sub-clauses of this Clause 3 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 each and every one of the objects specified in each sub-clause of this Clause 3 as though each such sub-clause contained the objects of a separate company,
- (c) the word "company" in this Clause 3, 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 in the United Kingdom or elsewhere,
- (d) in this Clause 3 the expressions "holding company" and "subsidiary" shall have the meanings given to them respectively by section 736 of the Act and the expression "subsidiaries" shall include a subsidiary undertaking as defined by section 258 of the Act; and
- (e) in this Clause 3 the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision at the time this Clause 3 takes effect

4 The liability of the members is limited

5 The Company's share capital is £50,000 divided into 50,000 shares of £1 each

The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

**NEW
ARTICLES OF ASSOCIATION**

of

NHP SECURITIES NO. 1 LIMITED

Adopted by Special Resolution passed 12 November 2014

1 Preliminary

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company

2 Interpretation

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context -

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
"executed"	includes any mode of execution
"the holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
"office"	the registered office of the Company

"seal"	the common seal of the Company (if any)
"secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
"share"	includes any interest in a share
"the United Kingdom"	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3 **Share Capital**

The authorised share capital of the Company at the time of adoption of these Articles is £50,000 divided into £50,000 ordinary shares of £1.00 each

No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Act

4 **Lien**

Regulation 8 of Table A shall not apply to the Company

5 **Calls on shares and forfeiture**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

6 **Transfer of shares**

The first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may"

6A Notwithstanding anything contained in these Articles and in Table A

- (i) any discretion of the directors to register a transfer of shares shall not apply to any transfer of shares where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such shares have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts,
- (ii) the directors will not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in

favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such share have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts

7 **General meetings**

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company

8 **Notice of general meetings**

8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in regulation 38 of Table A shall be deleted and the words "in accordance with section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that regulation

8.2 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 profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act

8.3 Every notice convening a general meeting shall comply with the provisions of section 372(3) 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 directors and to the auditors for the time being of the Company

9 **Proceedings at general meetings**

If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place Regulation 41 of Table A shall not apply to the Company

10 **Alternate directors**

10.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in

writing to the Company from time to time direct Regulation 66 of Table A shall not apply to the Company

- 10 2 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company
- 10 3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in Article 101 to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him Regulation 69 of Table A shall not apply to the Company

11 Appointment and retirement of directors

- 11 1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 11 2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office
- 11 3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- 11 4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors for the time being in force.
- 11 5 Any provisions of the Act which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment as a director or liable to vacate office as a director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any director over a specified age shall not apply to the Company save that, in the case of any general meeting at which a resolution is to be proposed to appoint or re-appoint as a director a person who is, or who will within the six months next following the date of the general meeting become, 70 years of age, the notice convening that meeting shall contain a statement to that effect The accidental omission to insert such a statement shall not, however, invalidate the passing of the relevant resolution

12 Disqualification and removal of directors

The office of a director shall be vacated if:-

- 12.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

- 12 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 12 3 he is, or may be, suffering from mental disorder and either -
- 12 4 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- 12 5 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs, or
- 12 6 he resigns his office by notice to the Company, or
- 12 7 he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated, or
- 12 8 he is removed from office as a director pursuant to Article 13 2;
- 12 9 and regulation 81 of Table A shall not apply to the Company

13 **Gratuities and pensions**

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

14 **Proceedings of the directors**

- 14 1 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office -
 - 14 1 1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,
 - 14 1 2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested,
 - 14 1 3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - 14 1 4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
 - 14 1 5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 14 1 1 to 14 2.3 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or

indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted

14 2 For the purposes of Article 14.1 -

14 2 1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified,

14 2 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and

14 2 3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

14 3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

14 4 Regulation 88 of Table A shall be amended by substituting for the sentence -

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom"

the following sentence,-

"Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service"

14 5 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

15 The seal

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company

16 Notices

16 1 In regulation 112 of Table A, the words "first class" shall be inserted immediately before the words "post in a prepaid envelope"

16 2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall

be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted Regulation 115 of Table A shall not apply to the Company

- 16 3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable

17 **Winding up**

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division"

18 **Indemnity**

- 18 1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, 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 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto Regulation 118 of Table A shall not apply to the Company
- 18 2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director (including an alternate director), officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor
- 18 3 The directors may authorise directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred in Article 18 2

Names, addresses and descriptions of Subscribers

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CORPORATE CONTROLLER

ANDREW PHILIP MILLARD CROOME

Spicer's Piece
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SOLICITOR

Dated 12 September 1995

Witness to the above signatures -

CHRISTINE LITCHFIELD

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SECRETARY

