

**THE COMPANIES ACT 1985 TO 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**VINEHALL (NOMINEES) LIMITED**

**(Company no 3938395)**

WEDNESDAY



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**Preliminary**

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company, and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company Any words or expressions defined in the Companies Act 1985 ('the Act'), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
- 2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of 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.

**Shares**

- 3 In accordance with section 91 of the Act, section 89(1) and section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company

**Transfer of Shares**

- 4 Subject to Article 5, 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, and regulation 24 of Table A shall be modified accordingly
- 5 Notwithstanding anything contained in these Articles, the directors of the Company shall not decline to register a transfer of any share, nor may they suspend such registration, where such transfer
  - (a) is to any Secured Party, or
  - (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
  - (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles, no transfer of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party, shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article and Article 6, "**Secured Party**" means any bank or financial institution (including, without limitation, Lloyds Bank plc) to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf

- 6 Regulation 8 of Table A shall have the following words added to the beginning of the first sentence. "Subject to Article 7"
- 7 Notwithstanding anything contained in these Articles, the Company shall have no lien on any share that has been charged or assigned by way of security to a Secured Party.

#### **Proceedings at General Meetings**

5. At any general meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **Directors**

- 8 The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly
- 9 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 two sentences of regulation 79 of Table A shall be deleted
- 10 A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.
- 11 If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company
- 12 The directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

- 13 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.
- 14 Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout, including any proposal concerning any insurance which the company is empowered to purchase and/or maintain for the benefit of and against any liability incurred by any director of the company or persons who include directors, and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
- 15 In regulation 93 of Table A the following words 'either signed or approved by letter, telex, telegram, telefacsimile or other electronic means' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

#### **Single-member company**

- 16 If, and for so long as, the Company has only one member, the following provisions shall apply
- (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
  - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table shall be modified accordingly.
  - (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly
  - (d) If the Company has only one member and such member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, then such member shall (unless that decision is taken by way of written resolution) provide the Company with a written record of that decision
- 17 All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to the Company where it has only one member

#### **Indemnity**

- 18 Subject to the provisions 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 entitled to be indemnified out of the assets of the Company

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against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

### **Notices**

19 Without prejudice to regulations 112 to 116 (inclusive) in Table A, the Company may give notice to a member by electronic means provided that -

- (a) the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- (b) the electronic means used by the Company enables the member concerned to read the text of the notice

20 A notice given to a member personally or in a form permitted by Article 20 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be

21 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 20 above

In these articles "**electronic**" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "**by electronic means**" means by any manner only capable of being so actuated