

Company number 04329256

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

OXLEASOWES PROPERTIES LIMITED ("Company")

Circulation Date *24 March* 2016

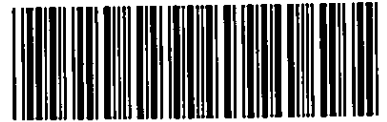
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions ("Resolutions")

IT WAS RESOLVED:

SPECIAL RESOLUTIONS

- 1 That, with immediate effect
 - a the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
 - b the Articles of Association produced to the meeting and initialled by the chairman of the board of directors for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association ("New Articles")
- 2 To -
 - (a) re-designate 55 of the issued ordinary shares of £1 each in the capital of the Company registered in the name of Timothy John Boffey into 55 A ordinary shares of £1 each having the rights and restrictions set out in the articles of association of the Company,
 - (b) re-designate 15 of the issued ordinary shares of £1 each in the capital of the Company registered in the name of Amelia Boffey into 15 B ordinary shares of £1 each having the rights and restrictions set out in the articles of association of the Company,
 - (c) re-designate 15 of the issued ordinary shares of £1 each in the capital of the Company registered in the name of Francesca Boffey into 15 C ordinary shares of £1 each having the rights and restrictions set out in the articles of association of the Company,

FRIDAY



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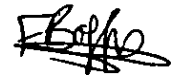

COMPANIES HOUSE

- (d) re-designate 15 of the issued ordinary shares of £1 each in the capital of the Company registered in the name of Georgina Harriet Alice Boffey into 15 D ordinary shares of £1 each having the rights and restrictions set out in the articles of association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date (above), hereby irrevocably agrees to the Resolutions

<p>Keelysup</p> <p>Timothy John Boffey</p> <p>Date 24 27.3.16</p>	
<p>Keelysup</p> <p>Amelia Boffey</p> <p>Date 24 27.3.16</p>	
<p>Keelysup</p> <p>Francesca Boffey</p> <p>Date 24 27.3.16</p>	
<p>Keelysup</p> <p>Georgina Harriet Alice Boffey</p> <p>Date 24 27.3.16</p>	

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to the directors of the Company, at the registered office of the Company

Post returning the signed copy by post to the directors of the Company, at the registered office of the Company

Fax faxing the signed copy to 01543 258469 marked "For the attention of Hitesh Punjani (ref HP)"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to hpunjani@keelys.co.uk Please enter "Written resolution" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Where, by 28 days from the Circulation Date, insufficient agreement has been received for the Resolution to pass, it will lapse If you agree to this Resolution, please indicate your agreement and notify us as soon as possible

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

COMPANY NUMBER: 04329256

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(as amended by a Special Resolution passed on the 10th February 2003)

of

**OXLEASOWES PROPERTIES
LIMITED**

WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL
Dated 13 April 2016
KEELYS LLP
SOLICITORS LICHFIELD

PRELIMINARY

- 1.(a) Subject as hereinafter provided, the regulations contained in Table A of the companies (Tables A to F) regulations 1985 (hereinafter referred to as "Table A"), shall apply to the Company.
- (b) Regulations 24,35,40,64,73,74,75,78,79,80 and 81 of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meaning ascribed to them by the Act.

SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority).

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or any allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of incorporation of the Company

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or

might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner herein before provided

4.(a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer

(c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

5. Subject to the provisions of Part V of the Act:-

(a) The company may purchase any of its own shares, provided that the terms of any contract under which the company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the company in General Meeting before the company enters into the contract.

(b) The company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the company in General Meeting

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6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted

TRANSFER OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

8.(a) No business shall be transacted at any Meetings unless a quorum is present Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum.

(b) In regulation 59 of Table A, the second sentence shall be omitted

DIRECTORS

9. Unless and until otherwise determined by the company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The first Directors will be the person or persons named in the statement delivered to the Registrar of companies in accordance with section 10 of the Act.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 89 of Table A for the word "two" there shall be substituted the word "one"

DIRECTORS' INTERESTS

11. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contractor arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company

APPOINTMENT AND REMOVAL OF DIRECTORS

12. 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 number fixed by or in accordance with the Articles as the maximum number of Directors

13. Subject to the provisions of Table A and Section 303(2) of the Act, the company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

14. The office of a Director shall be vacated if -

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director, or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

(c) he is, or may be suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction 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;

(d) he resigns his office by notice to the Company

PROCEEDINGS OF DIRECTORS

15. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 which shall not apply to the Company

SURVEYING

16. It shall be the duty of the directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors

INDEMNITY

16. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or 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.

SECRETARY

17. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act

SHARE RIGHTS

18

18 1 The share capital of the Company is comprised of:⁽¹⁾

- (i) A ordinary shares of £1 each ("A Shares");
- (ii) B ordinary shares of £1 each ("B Shares");
- (iii) C ordinary shares of £1 each ("C Shares"), and
- (iv) D ordinary shares of £1 each ("D Shares")

18 2 The A Shares, the B Shares, the C Shares, and the D Shares shall be separate classes of shares and shall be entitled to dividends declared from time to time on a discretionary basis (at the sole and absolute discretion of the directors) on each class of shares (as a separate class right), but in all other respects shall, rank *pari passu*