

Company number 04407023

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

**MALMAISON (LIVERPOOL) LIMITED**

(the "**Company**")

Circulated on *31 March* 2014 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**") and the undersigned, being the members of the Company who at the Circulation Date are entitled to attend and vote on resolutions of the Company **HEREBY RESOLVE** as follows

- 1** **THAT**, the articles of association in the form attached to these resolutions be adopted as the articles of association of the Company in place, and to the exclusion of, its existing articles of association

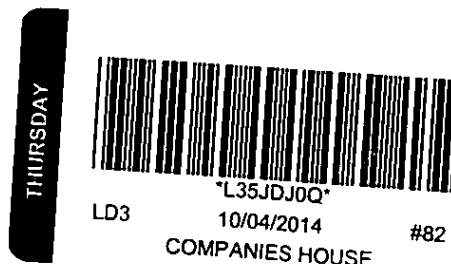
**AGREEMENT**

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

The undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

.....  
**MALMAISON LIMITED**

Dated: *31/3/* 2014



**NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 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

- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

## **The Companies Act 2006**

### **Articles of Association of Malmaison (Liverpool) Limited**

#### **1 Application of Model Articles**

The Model Articles, save as excluded or varied by or inconsistent with these articles, shall apply to the company and together with these articles shall constitute the articles of association of the company

#### **2 Defined terms and interpretation**

##### **2 1** In these articles, unless the context otherwise requires

**Act** means the Companies Act 2006,

**eligible director** means a director who would be entitled to vote on a matter were it proposed as a resolution at a directors' meeting,

**Model Articles** means the model articles for private companies limited by shares contained in the Companies (Model Articles) Regulations 2008 (as amended before the date of adoption of these articles)

##### **2 2** Unless the context otherwise requires, in these articles, words and expressions

(a) shall have the same meaning as in the Model Articles, and

(b) subject to that, shall have the same meaning as in the Act as in force on the date when these articles become binding on the company

##### **2 3** A reference in these articles to an "article" is a reference to the relevant article of these articles unless expressly provided otherwise

#### **3 Shareholders' reserve power**

In articles 4(1) and 4(2) of the Model Articles the words "ordinary resolution" shall replace the words "special resolution"

#### **4 Unanimous decisions**

In article 8(2) of the Model Articles the words "one or more" shall be inserted immediately before "copies" Article 8(3) of the Model Articles shall be deleted

#### **5 Quorum for directors' meetings**

##### **5 1** The quorum for directors' meetings may be fixed from time to time by a decision of the directors and, unless it is otherwise fixed, it is two (subject to paragraph 5 2 below) Article 11 (2) of the Model Articles shall not apply to the company

##### **5 2** For the purposes of any meeting (or part of a meeting) held pursuant to article 6 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for that meeting (or part of a meeting) shall be one eligible director

## **6 Conflict situations**

- 6 1 The directors may authorise any matter or situation which would, if not authorised, be an infringement by that director of his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company
- 6 2 Any authorisation under this article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised
- 6 3 Any authorisation under this article is effective only if
- (a) the matter or situation in question has been proposed by a director for consideration at a meeting of directors in accordance with the board's normal procedures or in such other manner as the directors may approve,
  - (b) any requirement as to the quorum at the meeting of the directors at which the matter or situation is considered is met without counting the director in question or any other interested director (together the **Interested Directors**), and
  - (c) the matter or situation was agreed to without the Interested Directors voting or would have been agreed to if their votes had not been counted
- 6 4 Any authorisation of a conflict under this article may
- (a) be subject to such terms and for such duration or impose such limits or conditions as the directors may determine whether at the time the authorisation is given or subsequently, and
  - (b) be terminated or varied by the directors at any time
- 6 5 Where the directors authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director
- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the conflict,
  - (b) is not given any documents of other information relating to the conflict, and
  - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the conflict or otherwise participate in any decision relating to the conflict
- 6 6 Where the directors authorise a conflict
- (a) the director must conduct himself in accordance with any terms imposed by the director in relation to the conflict, and
  - (b) the director does not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of the authorisation
- 6 7 A director is not required, by reason of his office, to account to the company for any remuneration, profit or other benefit which he (or a person connected with him as defined in

section 252 of the Act) derives from a matter or situation authorised under this article, subject in each case to any terms, limits or conditions attaching to that authorisation. No transaction or arrangement is liable to be avoided on such grounds.

- 6.8 If a matter or situation is authorised pursuant to this article the director is not required to
- (a) disclose to the company any confidential information received by him (other than by virtue of his position as director of the company) relating to that matter or situation, or
  - (b) use that information in relation to the company's affairs,
- if to do so would result in a breach of a duty of confidence owed by him to another person in relation to that matter or situation.
- 6.9 A director does not require authorisation by the directors under this article in respect of any actual or potential conflict which may reasonably be expected to arise by reason only of that director also being a director of another group undertaking (as defined in section 1161(5) of the Act). A director is not to be regarded as infringing his duty under section 175 of the Act as a result of the lack of such authorisation.

## **7 Transactions or other arrangements with the company**

- 7.1 A director must declare the nature and extent of his interests in a proposed or existing transaction or arrangement with the company in accordance with section 177 or section 182 of the Act.
- 7.2 Provided he has complied with paragraph 7.1, a director
- (a) is to be counted as participating in the decision-making process (including for quorum and voting purposes) notwithstanding that it in any way concerns or relates to an actual or proposed transaction or arrangement in which he has, directly or indirectly, any kind of interest,
  - (b) may be party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the company or in which the company is otherwise directly or indirectly interested, and
  - (c) is not, except as he may otherwise agree, required to account to the company for remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Act) derives from any such transaction or arrangement, and no transaction or arrangement is liable to be avoided on such grounds.
- 7.3 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 7.4 Subject to paragraph 7.5, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 7.5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting.

(or that part of the meeting) for voting or quorum purposes

7 6 Article 14 of the Model Articles shall not apply to the company

## **8 Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors (excluding alternate directors) shall not be subject to any maximum but shall be not less than one

## **9 Methods of appointing directors**

9 1 In addition to the methods specified in article 17(1) of the Model Articles, the shareholder or shareholders who at the relevant time hold a majority in nominal value of the shares in the company which carry the right to vote may, by giving notice of appointment in writing to the company, appoint any person who is willing to act as a director, and is permitted by law to do so, to be a director. Such appointment shall take effect on receipt by the company of the notice or, if later, on the date specified in the notice

9 2 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him have the right, by notice in writing, to appoint a person who is willing to act, and is permitted to do so, to be a director. Article 17(2) of the Model Articles shall not apply to the company

## **10 Termination of director's appointment**

In addition to the circumstances specified in article 18 of the Model Articles, a person ceases to be a director as soon as the company receives notice in writing of removal of that person as a director from the shareholder or shareholders who at the time hold a majority in nominal value of the shares in the company which carry the right to vote

## **11 Directors' remuneration**

11 1 At the end of article 19(3)(b) of the Model Articles the words "(including to or in respect of any members of a director's family)" shall be added

11 2 Without limiting article 19(3) of the Model Articles, the directors may make arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of a past director of the company or a present or past director of any of its subsidiaries or associated bodies corporate or of any business acquired by any of them, including in each case to or in respect of any members of a director's family

## **12 Appointment and removal of alternate directors**

12 1 Any director (the **appointor**) may appoint as an alternate any other director or any other person to

(a) exercise that director's powers, and

(b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor

12 2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

12 3 The notice must

- (a) identify the proposed alternate, and
- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

### **13 Rights and responsibilities of alternate directors**

13 1 An alternate director has the same rights, in relation to any directors' meeting or decision, as the alternate's appointor

13 2 Except as the company's articles of association specify otherwise, alternate directors

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors

13 3 For the purposes of determining whether a quorum is participating

- (a) a person who is an alternate director but not a director may be counted as participating only if that person's appointor is not participating, but no alternate may be counted as more than one director for such purposes, and
- (b) a director who is also an alternate director does not count as more than one director

13 4 At a directors' meeting

- (a) a person who is an alternate director but not a director has a vote on behalf of each appointor who is not participating in the meeting but would have been entitled to vote if they were participating in it, and
- (b) a director who is also an alternate director has an additional vote on behalf of each appointor who is not participating in the meeting but would have been entitled to vote if they were participating in it

13 5 Where the directors take a unanimous decision in accordance with article 8 of the Model Articles a person who is an alternate director but not a director

- (a) may participate in the decision only if his appointor is an eligible director in relation to that decision, but does not participate, and
- (b) does not count as more than one director for such purposes

13 6 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the

appointor may direct by notice in writing made to the company

#### **14 Termination of alternate directorship**

An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor, or
- (d) when the alternate's appointor's appointment as a director terminates

#### **15 No right of pre-emption**

Section 561 (existing shareholders' right of pre-emption) and section 562 (communication of pre-emption offers to shareholders) of the Act do not apply to the company

#### **16 Transmission of shares**

Nothing in the company's articles of association releases the estate of a deceased shareholder from any liability in respect of a share solely or jointly held by that shareholder

#### **17 Transmittees bound by prior notices**

The words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," shall be inserted in Article 29 of the Model Articles immediately before the words "has been entered in the register of members "

#### **18 Transfer of shares**

Notwithstanding anything contained in these Articles any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to and the directors shall not decline to register nor suspend registration of any transfer of shares where such transfer is

- (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (c) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article 18 shall be conclusive evidence of such fact

## **19 Liens**

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged, pledged or assigned by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of Article 18

## **20 Adjournment**

The sentence "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved " shall be added as the final sentence of Article 41(1) of the Model Articles

## **21 Poll votes**

21 1 Article 44(2) of the Model Articles shall be amended by replacing paragraph (c) with the words "any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting "

21 2 The sentence "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made " shall be added as the final sentence of Article 44(3) of the Model Articles

## **22 Content of proxy notices**

22 1 Article 45(1) of the Model Articles shall be amended by replacing paragraph (d) with the words "is delivered not less than 24 hours before the time appointed for the general meeting or adjourned meeting to which it relates to the company in accordance with the articles and any instructions contained in the relevant notice of the general meeting "

22 2 The sentence "A proxy which is not delivered in such manner shall be invalid, unless the directors in their discretion accept the notice at any time before the meeting " shall be added as the final sentence of article 45(1) of the Model Articles

## **23 Delivery of proxy notices**

Any notice of a general meeting must specify the address or addresses at which the company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form

## **24 Class meetings**

The provisions of the company's articles of association relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares

## **25 Company secretary**

The directors may from time to time appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by the directors

## **26 Means of communication to be used**

Subject to the Act, the company may send or supply documents or information to shareholders by making them available on a website

## **27 Deemed receipt of documents and information**

- 27 1 Where the company sends a document or information by post (whether in hard copy or electronic form) and the company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient
- (a) 48 hours after it was posted, if posted by first class post to an address in the United Kingdom, and
  - (b) on the fifth working day after it was posted, if posted by international signed for post to an address outside the United Kingdom
- 27 2 Where the company sends or supplies a document or information by electronic means and the company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient 24 hours after it was sent
- 27 3 Where the company sends or supplies a document or information by means of a website, it is deemed to have been received by the intended recipient
- (a) when the material was first made available on the website, or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 27 4 In calculating a period of hours for the purposes of this article, no account is to be taken of any part of a day that is not a working day
- 27 5 The words ", and for the specified time to be less than 48 hours" shall be removed from the end of article 48(3) of the Model Articles

## **28 Indemnity**

- 28 1 Subject to paragraph 28 2 the company may indemnify
- (a) any relevant director or any relevant secretary against any liability incurred by or attaching to that person in the actual or purported execution or discharge of his duties, the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office,
  - (b) any relevant director or any relevant secretary against any liability incurred by him in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act)

Where a director or any secretary is indemnified against a liability in accordance with this article, the indemnity may extend to all costs, charges, losses, expenses and liabilities incurred by him

- 28 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

28 3 Subject to the Act, the company may

- (a) provide a relevant director and any relevant secretary with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings referred to in section 205(1)(a)(i) of the Act or in connection with any application under the provisions mentioned in section 205(1)(a)(ii) of the Act, and
- (b) do anything to enable that person to avoid incurring such expenditure,

but so that, in the case of a director, the terms set out in section 205(2) of the Act shall apply to any such provision of funds or other things done

28 4 In this article

- (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a **relevant director** means any director or former director of the company or an associated company, and a **relevant secretary** means any secretary or former secretary of the company or an associated company

28 5 Article 52 of the Model Articles shall not apply to the company

## 29 Insurance

29 1 Subject to the Act, the directors may purchase and maintain, at the expense of the company, insurance against any relevant liability for the benefit of any person who is or has at any time been a relevant officer

29 2 In this article

- (a) **relevant officer** means
  - (i) a director or secretary or employee of the company or an associated company or of any predecessor in business of the company or an associated company, or
  - (ii) a trustee of any employees' share scheme, pension fund or retirement, death or disability scheme for the benefit of any employee of the company or associated company or of any predecessor in business of the company or an associated company,
- (b) **relevant liability** means any liability incurred by a relevant officer in respect of any act or omission in the actual or purported discharge or his duties as a relevant officer or in the exercise or purposed exercise of his powers as a relevant officer or otherwise as a relevant officer,
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

29 3 Article 53 of the Model Articles shall not apply to the company