

Company No. 05676785

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
BREATHING BUILDINGS LIMITED (the "Company")
Passed on 17 January 2017

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following special resolution was duly passed by the Company as a written resolution

SPECIAL RESOLUTION

THAT the articles of association contained in the document attached to this written resolution (the "**New Articles**") and for the purpose of identification signed by the Chairman, be approved and adopted as the New Articles of the Company in substitution for and to the exclusion of all the existing articles of association of the Company

ML 

Director



Chairman

Company No 05676785

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
BREATHING BUILDINGS LIMITED

(Adopted by Special Resolution passed on 17 January 2017)

1 Preliminary

1.1 In these Articles

Board means the board of Directors for the time being of the Company or the Directors present or deemed to be present at a duly convened meeting of Directors at which a quorum is present

Board Meeting means a meeting of the Board as from time to time convened in accordance with these Articles

CA 2006 means the Companies Act 2006 (to the extent for the time being in force)

a **conflict of interest** includes a conflict of interest and duty and a conflict of duties

decision-making process has the meaning given in article 14(5) of the private company MA

eligible director means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter)

an **interest** means a direct or an indirect interest and **interested** shall be construed accordingly

private company MA means the model articles for private companies limited by shares in Schedule 1 to The Companies (Model Articles) Regulations 2008

proxy notice has the meaning given in Article 21

public company MA means the model articles for public companies limited by shares in Schedule 3 to the Companies (Model Articles) Regulations 2008

subsidiary has the meaning given in section 1159 CA 2006 and in interpreting section 1159 CA 2006 for the purposes of these Articles, a company is to be treated as a member of a subsidiary

even if its shares are registered in the name of (i) a nominee, or (ii) any party holding security over those shares, or that secured party's nominee

a transaction or arrangement means an actual or a proposed transaction or arrangement

1 2 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Company

1 3 Except as otherwise provided, the private company MA shall apply to the Company

1 4 Articles 14, 17(1)(a), 21, 24(2)(c), 27 and 45 of the private company MA shall not apply to the Company In addition Article 1 of the private company MA shall not apply to the Company in respect of defined terms which are only used in the articles referred to in this Article 1 4

1 5 Articles 15, 25-27 (inclusive), 28, 41, 52-62 (inclusive), 65, 66, 71, 73 and 80 of the public company MA shall, except as otherwise provided, apply to the Company except that all references in such articles to "member" shall be deemed to be a reference to "shareholder" In addition article 1 of the public company MA shall apply to the Company in respect of defined terms used in the articles referred to in this Article 1 5

1 6 References in these Articles to the Secretary shall only apply for as long as the Company elects to have a Secretary

2 Memorandum of Association

None of the provisions of the Memorandum of Association of the Company as deemed to be included in the Company's Articles of Association shall from the date of the adoption of these Articles apply

3 Unanimous decisions

Article 8 of the private company MA shall be amended by deleting articles 8(2) and (3) and replacing them with the following

"(2) Such a decision may take the form of a resolution in writing of which each eligible director has signed one or more copies or to which each eligible director has otherwise indicated agreement in writing "

4 Conflicts of interest

4 1 Subject to the provisions of the Companies Acts, a Director may be interested in any transaction or arrangement with the Company or with any other company in which the Company is otherwise interested or in which any company which has an interest in the Company is interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional

capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest but subject to the provisions of the Companies Acts and, if relevant, to any limits or conditions imposed by the Board as referred to in Article 4 2, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him

4 2 Where the existence of a Director's relationship with another person (an authorised conflict) is authorised by the Board pursuant to the Companies Acts (and subject to any limits or conditions imposed by the Board) or if Article 4 1 applies to the relationship, the Director shall not be in breach of the general duties he owes to the Company under the Companies Acts because he absents himself from any meetings or discussions relating to the authorised conflict, makes arrangements not to receive documents and information relating to the authorised conflict sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, fails to disclose to the Board or to any person any information which he obtains otherwise than as a Director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a Director

4 3 Subject to these Articles, the Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the Directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a Director may vote on and be counted in the quorum in relation to any of these matters

5 Participation in Directors' meetings

Article 10(3) of the private company MA shall be amended by the addition of the following sentence at the end "If they do not so decide, such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman is"

6 Quorum for Directors' meetings

6 1 Article 11(2) of the private company MA shall be deleted and replaced by Articles 6 2 and 6 3

6 2 Subject to Article 6 3 the quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless otherwise fixed it is **four**

6 3 For the purposes of any meeting (or part of a meeting) held to authorise a Director's conflict as envisaged in Article 4 2, if the quorum is more than one but there is only one eligible director in office, the quorum for such meeting (or part of a meeting) shall be one Director

7 Appointment, removal and disqualification of Directors

- 7 1 The number of Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum or minimum number of Directors
- 7 2 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by ordinary resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing authenticated by the shareholder or shareholders making the same or (in the case of a member being a corporation) authenticated on its behalf by one of its directors or its secretary and shall take effect when received at the registered office of the Company
- 7 3 The office of a Director shall be vacated if he is removed from office under Article 7 2 Article 18 of the private company MA shall be modified accordingly

8 Casting vote

Article 13(1) of the private company MA shall not apply in respect of a particular meeting (or part of a meeting) if the Chairman or other Director is not an eligible director for the purposes of that meeting (or part of a meeting) Article 13(2) of the private company MA shall be deleted

9 Death or bankruptcy of sole shareholder director

Article 17(2) of the private company MA shall be amended by the addition of the words "or bankruptcy" and "or to have a bankruptcy order made against him (as the case may be)" after the words "death" and "to have died" respectively

10 Directors' expenses

Article 20 of the private company MA shall be amended by the insertion of the words "(including alternate directors and the secretary (if any))" before the words "properly incur"

11 Alternate Directors

- 11 1 Article 15(b) of the public company MA shall be deleted and replaced by the following

"(b) would have been an eligible director in relation to that decision "

As amended, article 15 of the public company MA shall apply both to Directors' meetings and to other decision-making processes of the Directors

- 11 2 Any appointment or removal of an alternate director made under these Articles shall be delivered at the registered office of the Company In article 25(1) of the public company MA the words "approved by resolution of the directors" shall be deleted

- 11 3 Article 26(1) of the public company MA shall be amended by deleting the words "directors' meeting or directors' written resolution" and replacing them with the words "decision of the directors" In addition the following words shall be added at the end of article 26(2) of the public company MA

"and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a shareholder"

- 11 4 Save as otherwise provided in these Articles, an alternate director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles and article 26(2)(a) of the public company MA shall be deleted

- 11 5 Article 27(d) of the public company MA shall be deleted and replaced by the following

"(d) when the alternate's appointor's appointment as a director terminates"

12 Share issues

The Directors may exercise any power of the Company to allot shares as if section 561 CA 2006 did not apply to the allotment, or to grant rights to subscribe for or to convert any security into shares

13 Lien

- 13 1 The Company's lien as defined by article 52 of the public company MA shall apply to

- (a) all shares of the Company whether fully paid or not,
- (b) all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder or one of several joint holders of the shares,
- (c) and shall be for all indebtedness or other liability to the Company of any member

- 13 2 Article 52 of the public company MA shall be amended accordingly

14 Replacement share certificates

Article 25 (2)(c) of the private company MA shall be amended by the words "a reasonable fee" being deleted and replaced with the words "reasonable expenses"

15 Share transfers

Article 26(1) of the private company MA shall be amended by the addition of the following words at the end "and, unless the shares are fully paid, by or on behalf of the transferee"

16 Deductions from distributions

Article 73 of the public company MA shall be amended by the deletion of

16 1 the words "in respect of that share" in article 73(1), and

16 2 article 73(2)

17 Capitalisation of profits

A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying out any amount unpaid on existing shares held by the persons entitled and article 36(4) of the private company MA shall be amended accordingly

18 Members can call general meeting if not enough Directors

Article 28 of the public company MA shall be amended by deleting the words "fewer than two directors" and replacing them with the words "insufficient Directors"

19 General meetings

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice of and attend and vote at general meetings shall not invalidate the proceedings at that meeting

20 Poll votes

Polls may be but, except for a poll on the election of the chairman of the meeting or on a question of adjournment, need not be taken immediately but must be taken within 30 days of being demanded Article 44(4) of the private company MA shall be amended accordingly

21 Form of proxy notices

21 1 An instrument appointing a proxy (a **proxy notice**) shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve)

"[•] Limited

I/We, [•], of [•], being a shareholder/shareholders of the Company, hereby appoint [•] of [•], or failing him, [•] of [•] as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [•] 20[•] and at any adjournment of such meeting

Authenticated on [•] 20[•]"

- 21 2 Where it is desired to afford shareholders an opportunity of instructing the proxy how he shall act the instrument appointing a proxy (a **proxy notice**) shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve)

"[•] Limited

I/We, [•], of [•], being a shareholder/shareholders of the Company, hereby appoint [•] of [•], or failing him, [•] of [•] as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [•] 20 [•] and at any adjournment of such meeting

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Authenticated on [•] 20[•]"

22 **Shareholders with a mental disorder**

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, whether on a show of hands or on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office or at such other place as is specified in the notice convening the relevant meeting for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

23 **Validity of votes by proxies and corporate representatives**

A vote given by a proxy or by a corporate representative shall be valid notwithstanding that the proxy or corporate representative has failed to vote in accordance with the instructions of the member by whom the proxy or corporate representative was appointed and the Company shall be under no obligation to check that any vote so given is in accordance with any such instructions

24 Secretary

Subject to the provisions of the Companies Acts, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. This Article only applies for so long as the Company elects to have a Secretary.

25 Means of communication to be used

25.1 Article 48(1) of the private company MA shall be deleted and replaced by the following

"Any notice, document or other information shall be deemed served on or delivered to a shareholder by the Company or to the Company by a shareholder

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom), if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party received a confirmation of delivery from the courier service provider),
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account should be taken of any part of a day that is not a working day "

25.2 Where shares are held jointly, anything agreed or specified by the holder whose name appears first in the Company's register of members in relation to documents or information sent to him in respect of a joint holding shall be binding on all joint holders

26 Provision for employees on cessation of business

Article 51 of the private company MA shall be amended by replacing the words "(other than a Director or former Director or shadow director)" with the words "(including, subject to the CA 2006, a Director or former Director or shadow director)"

27 Director's indemnity and insurance

- 27 1 Article 52(1) of the private company MA shall be amended by replacing the word "may" with the word "shall"
- 27 2 Article 53(1) of the private company MA shall be amended by replacing the words "may decide to" with the word "shall"

28 Purchase of own shares

Subject to the CA 2006 but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the CA 2006, including (without limitation) with cash up to any amount in a financial year not exceeding the lower of

- (a) £15,000, and
- (b) the value of 5 per cent of the Company's share capital