

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

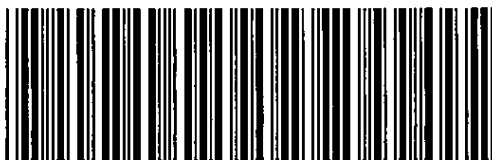
Company No. 6422138

The Registrar of Companies for England and Wales hereby certifies that

PAVILIONS SOLIHULL MANAGEMENT LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 8th November 2007



N06422138D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

Company Name in full

Pavilions Solihull Management Limited

I, Philip Graham

of Wragge & Co LLP, 55 Colmore Row, Birmingham, West Midlands B3 2AS

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

P. Graham

Declared at

148 EDMUND STREET, BIRMINGHAM B3 2JR

Day Month Year

On 06 11 2007

● Please print name

before me ●

CHRISTIAN LOWIS

Signed

Christian Lowis

Date

6/11/07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Wragge & Co LLP

Ref 1967192/JRH/FTX

55 Colmore Row

Birmingham

B3 2AS

Tel 0121 233 1000

DX number DX 13036

DX exchange Birmingham 1

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



A19

08/11/2007

103

COMPANIES HOUSE

THURSDAY



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Pavilions Solihull Management Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 Centro Place

Pride Park

Post town Derby

County / Region Derbyshire

Postcode DE24 8RF

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address

x

Agent's Name Wragge & Co LLP

Address 55 Colmore Row

Post town Birmingham

County / Region West Midlands

Postcode B3 2AS

Number of continuation sheets attached

10

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Wragge & Co LLP
55 Colmore Row
Birmingham
B3 2AS

Ref 1949810/JRH/FTX

Tel 0121 233 1000

DX number DX 13036

DX exchange Birmingham 1

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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08/11/2007

90

COMPANIES HOUSE

THURSDAY

Company Secretary (see notes 1-5)

Company name Pavilions Solihull Management Limited

NAME *Style / Title

Mrs

*Honours etc

* Voluntary details

Forename(s)

Pamela June

Surname

Smyth

Previous forename(s)

N/A

Previous surname(s)

N/A

Address ††

53 East Craigs Wynd

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

Edinburgh

County / Region

Postcode

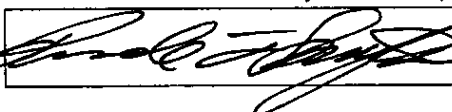
EH12 8HJ

Country

Scotland

I consent to act as secretary of the company named on page 1

Consent signature



Date

24 Oct 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Ms

*Honours etc

Forename(s)

Julie Mansfield

Surname

Jackson

Previous forename(s)

N/A

Previous surname(s)

N/A

Address ††

31 Inverleith Gardens

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

Edinburgh

County / Region

Postcode

EH3 5PR

Country

Scotland

Day Month Year

3

1

1

2

1

9

6

5

Nationality

British

Date of birth

Business occupation

Solicitor

Other directorships

Please see attached sheet

I consent to act as director of the company named on page 1

Consent signature



Date

24 Oct 2007

9422164

CHFP025

Company name Pavilions Solihull Management Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

David Thomas

Surname

Milloy

Previous forename(s)

N/A

Previous surname(s)

N/A

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

1 Thorn Avenue

Post town

Thorntonhall

County / Region

Glasgow

Postcode

G74 5AT

Country

Scotland

Day Month Year

Date of birth

0 1 0 5 1 9 6 5

Nationality British

Business occupation

Director

Other directorships

Please see attached sheet

I consent to act as director of the company named on page 1

Consent signature

Date

24/10/09

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

CHFP025

Company name Pavilions Solihull Management Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Borland

Surname

Donald William

Previous forename(s)

Previous surname(s)

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

408 Ferry Road

Edinburgh

Midlothian

EH5 2AD

Scotland

Day Month Year

Date of birth

1 1 0 9 1 9 6 6

Nationality British

Business occupation

Accountant and Company Director

Other directorships

See attached list

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Philip Hartley

Surname

Miller

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Midlothian

Postcode

EH4 3RR

Country

Scotland

Day Month Year

Date of birth

1 | 7

1 | 0

1 | 9

5 | 6

Nationality

British

Business occupation

Chartered Surveyor and Company Director

Other directorships

See attached list

I consent to act as director of the company named on page 1

Consent signature

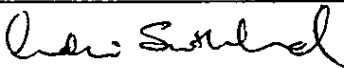
Date

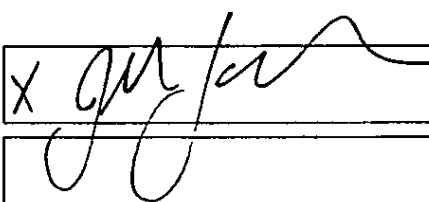
24/10/07

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	
Forename(s)		Andrew		
Surname		Sutherland		
Previous forename(s)		N/A		
Previous surname(s)		N/A		
Address <input type="checkbox"/> †† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	87 Whitehouse Road			
	Post town Edinburgh			
	County / Region		Postcode	EH4 6PB
	Country Scotland			
Date of birth		Day 2 2 0 1 1 9 6 1	Nationality British	
Business occupation		Director of Property Development		
Other directorships		Please see attached list		
I consent to act as director of the company named on page 1				
Consent signature				Date 24/10/07

This section must be signed by				
Either				
an agent on behalf of all subscribers	Signed		Date	
Or the subscribers (i.e. those who signed as members on the memorandum of association).	Signed	X 	Date	24 Oct 2007
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Julie Mansfield Jackson

Directorships Report

Person Details

Name Julie Mansfield Jackson
QuickRef JACKSON-JM
Occupation Solicitor
Nationality British
Date of Birth 31/12/1965

Addresses

Home	Work
31 Inverleith Gardens Edinburgh, EH3 5PR	

Directorships

Company Name	Country	Appointed
259 City Road Limited Alternate to Andrew Sutherland	England and Wales	25/02/2005
Centenary (Great Yarmouth) Limited	England and Wales	22/05/2007
Centros Miller Bury St Edmunds Link Site Limited Alternate to Philip Hartley Miller	United Kingdom	01/06/2007
Centros Miller Bury St Edmunds Nominees Ltd Alternate to Philip Hartley Miller	England and Wales	01/06/2007
Centros Miller Dumfries Limited Alternate to Philip Hartley Miller	United Kingdom	01/06/2007
City Road Basin Limited Alternate to Philip Hartley Miller	England	25/02/2005
Cromdale Enterprises Limited Alternate to Philip Hartley Miller	Scotland	25/02/2005
Cussins Commercial Developments Limited	England and Wales	01/06/2007
Cussins Investment Properties Limited Alternate to Philip Hartley Miller	England	01/06/2007
Edinburgh Quay (Four) Limited Alternate to Andrew Sutherland	United Kingdom	01/06/2006
Edinburgh Quay (Queen Street) Limited Alternate to Marlene Wood	United Kingdom	25/02/2005
Edinburgh Quay (Three) Limited Alternate to Andrew Sutherland	United Kingdom	01/06/2006
Edinburgh Quay (Two) Limited Alternate to Andrew Sutherland	United Kingdom	27/09/2005
Edinburgh Quay Limited Alternate to Andrew Sutherland	Scotland	01/06/2006
G Y Nominee Limited Alternate to Andrew Sutherland	United Kingdom	28/10/2005
G Y Nominee No 2 Limited Alternate to Andrew Sutherland	England and Wales	28/10/2005
Miller (Aberdeen) Limited Alternate to Andrew Sutherland	Scotland	25/02/2005
Miller (Arena Central) Limited	England	10/04/2007
Miller (Aspect Court) Limited	Scotland	09/03/2007
Miller (Central House) Limited	Scotland	21/06/2007
Miller (Chiswick) Limited	United Kingdom	10/05/2007
Miller (Derby) Limited Alternate to Andrew Sutherland	England and Wales	28/10/2005
Miller (Dundee) Limited	United Kingdom	21/06/2007
Miller (Great Yarmouth) Limited Alternate to Andrew Sutherland	United Kingdom	28/10/2005

Julie Mansfield Jackson

Directorships Report

Company Name	Country	Appointed
Miller (Nottingham) Limited	United Kingdom	21/06/2007
Miller (Portsmouth) Limited	Scotland	21/06/2007
Miller (Queen's Drive) Limited	England and Wales	21/06/2007
Miller (Reading) Limited	United Kingdom	21/06/2007
Miller (St Neots) Limited	England	21/02/2007
Miller (Swinton) Limited Alternate to Philip Hartley Miller	England and Wales	03/10/2005
Miller Alba Limited	United Kingdom	30/11/2006
Miller Britannia Limited	Scotland	21/06/2007
Miller Bulgaria Limited	England and Wales	23/05/2007
Miller Bury St Edmunds Limited	United Kingdom	26/06/2007
Miller Bury St Edmunds Holdings Limited	United Kingdom	26/06/2007
Miller Cambridge Limited	Scotland	26/06/2007
Miller Cinemas (Bury) Limited	United Kingdom	10/01/2007
Miller Crawley Limited	United Kingdom	26/06/2007
Miller Cromdale (Ardent House) Limited Alternate to Andrew Sutherland	United Kingdom	12/06/2006
Miller Cromdale (Consort House) Limited	Scotland	26/06/2007
Miller Cromdale Limited Alternate to Andrew Sutherland	Scotland	25/02/2005
Miller Development Securities Haymarket Limited	United Kingdom	26/06/2007
Miller Developments (Management Services) Limited	Scotland	26/06/2007
Miller Developments (Warriston Road) Limited	United Kingdom	26/06/2007
Miller Developments Holdings Limited	England and Wales	20/12/2005
Miller Developments Limited	Scotland	12/01/2007
Miller Developments Northern Limited	Scotland	26/06/2007
Miller Fairway Limited	Scotland	04/07/2007
Miller Fullwood Limited	United Kingdom	10/01/2007
Miller Glasgow Limited	United Kingdom	11/11/2005
Miller Glasgow No 1 Limited	England and Wales	28/10/2005
Miller Holdings (International) Limited	Scotland	14/11/2006
Miller Investments Holdings Limited	Scotland	04/07/2007
Miller Investments Northern Limited	Scotland	04/07/2007
Miller Lancaster Limited	United Kingdom	04/07/2007
Miller Lochside View Limited	Scotland	04/07/2007
Miller Magnolia One Limited	England and Wales	26/03/2007
Miller Manchester Limited	Scotland	11/11/2005
Miller Manchester No 1 Limited	England and Wales	28/10/2005
Miller Parkgate (No 1) Limited	United Kingdom	10/01/2007
Miller Properties (Aqua) Limited Alternate to Andrew Sutherland	England and Wales	28/10/2005
Miller Romania One Limited	United Kingdom	19/02/2007
Miller Romania Two Limited	United Kingdom	19/02/2007
Miller Standishgate Limited Alternate to David Milloy	England and Wales	28/10/2005
Miller Ventures Limited	Scotland	04/07/2007
Miller/CTP (Fareham) Limited Alternate to Andrew Sutherland	England	18/03/2005
Miller/CTP (Oldham) Limited Alternate to Marlene Wood	England	18/03/2005
MillerBoS Limited	Scotland	01/06/2007
Outlet Estates Limited	England and Wales	26/02/2004
Pacific Quay Developments Limited Alternate to Philip Hartley Miller	Scotland	25/02/2005
Pacific Shelf 728 Limited Alternate to Omar Adam Elmi	Scotland	20/03/2006

Julie Mansfield Jackson

Directorships Report

Company Name	Country	Appointed
Retail Parks (Hamilton) Limited Alternate to Pamela June Smyth	Scotland	25/02/2005
Retail Parks (Scotland) Limited Alternate to Pamela June Smyth	Scotland	25/02/2005
Skerricha Properties Glenrothes Limited	Scotland	04/07/2007
Skerricha Properties Inverness Limited	Scotland	04/07/2007
Skerricha Properties Limited	Scotland	04/07/2007
South Queensferry Limited Alternate to Marlene Wood	Scotland	25/02/2005
SQ1 Limited Alternate to Andrew Sutherland	England and Wales	25/02/2005
Thirlstone Centros Miller Limited Alternate to Andrew Sutherland	England	25/02/2005

External Directorships

Company Name	Country	Appointed
CTP/Miller (Southport) Limited - Dissolved 28 Feb 06 Alternate to Nicholas John Harris	England and Wales	25/02/2005
Edinburgh Quay (Two) Limited Alternate to Philip Hartley Miller	United Kingdom	27/09/2005
Retail and Leisure Developments Limited - Dissolved 28 Feb 06 Alternate to Nicholas John Harris	Scotland	25/02/2005

David Milloy

Directorships Report

Person Details

Name **David Milloy**
 QuickRef **MILLODAV**
 Occupation **Director**
 Nationality **British**
 Date of Birth **01/05/1965**

Addresses

Home	Work
1 Thorn Avenue Thomtonhall Glasgow G74 5AT	

Directorships

Company Name	Country	Appointed
Bury St Edmunds General Partner Limited	United Kingdom	25/02/2005
Centenary (Great Yarmouth) Limited	England and Wales	28/10/2005
Centros Miller (Maidstone) Limited	England and Wales	18/03/2005
Centros Miller (Pontypool) Limited	United Kingdom	18/03/2005
Centros Miller (Portsmouth) Limited	United Kingdom	25/02/2005
Alternate to Philip Hartley Miller		
Centros Miller 1999 Limited	Scotland	18/03/2005
Centros Miller Boston Limited	England	18/03/2005
Centros Miller Boston No 2 Limited	England	18/03/2005
Centros Miller Bury St Edmunds Link Site Limited	United Kingdom	26/09/2006
Centros Miller Bury St Edmunds Nominees Ltd	England and Wales	01/08/2006
Centros Miller Dumfries Limited	United Kingdom	27/06/2006
Centros Miller Greenwich Co Limited	United Kingdom	18/03/2005
Centros Miller Greenwich Secured Limited	England	18/03/2005
Centros Miller Greenwich UK Limited	England	18/03/2005
Centros Miller Holdings Limited	Scotland	18/03/2005
Centros Miller Investments Limited	England	18/03/2005
Centros Miller Limited	Scotland	18/03/2005
Centros Miller Management Limited	Scotland	03/02/2006
Crawley General Partner Limited	United Kingdom	01/06/2007
Cussins Commercial Developments Limited	England and Wales	01/06/2007
Cussins Investment Properties Limited	England	01/06/2007
Dorchester General Partner Limited	England and Wales	25/02/2005
G Y Nominee Limited	United Kingdom	28/10/2005
G Y Nominee No 2 Limited	England and Wales	28/10/2005
Inhoco 2991 Limited	United Kingdom	25/02/2005
Inhoco 2992 Limited	United Kingdom	25/02/2005
Lothian Fifty (523) Limited	Scotland	14/10/1998
Miller (Arena Central) Limited	England	10/04/2007
Miller (Aspect Court) Limited	Scotland	09/03/2007
Miller (Central House) Limited	Scotland	21/06/2007
Miller (Chiswick) Limited	United Kingdom	25/02/2005
Miller (Derby) Limited	England and Wales	28/10/2005
Miller (Dundee) Limited	United Kingdom	11/03/2004
Miller (Great Yarmouth) Limited	United Kingdom	28/10/2005
Miller (Nottingham) Limited	United Kingdom	02/11/2006
Miller (Portsmouth) Limited	Scotland	25/02/2005
Miller (Queen's Drive) Limited	England and Wales	13/12/2006
Alternate to Marlene Wood		

David Milloy

Directorships Report

Company Name	Country	Appointed
Miller (St Neots) Limited	England	30/09/1999
Miller (Whitehall) Limited	England and Wales	22/03/2001
Miller Alba Limited	United Kingdom	30/11/2006
Miller Britannia Limited	Scotland	21/06/2007
Miller Bulgaria Limited	England and Wales	28/10/2005
Miller Bury St Edmunds Limited	United Kingdom	25/02/2005
Miller Bury St Edmunds Holdings Limited	United Kingdom	28/09/2006
Miller Cambridge Limited	Scotland	17/06/2004
Miller Crawley Limited	United Kingdom	29/06/2005
Miller Development Securities Haymarket Limited	United Kingdom	27/06/2006
Miller Developments (Management Services) Limited	Scotland	26/06/2007
Miller Developments (Warriston Road) Limited	United Kingdom	26/06/2007
Miller Developments Holdings Limited	England and Wales	20/12/2005
Miller Developments Limited	Scotland	01/08/2006
Miller Developments Northern Limited	Scotland	26/06/2007
Miller Developments Regeneration Limited	Scotland	01/06/2007
Miller Dorchester Limited	Scotland	25/02/2005
Miller Fairway Limited	Scotland	10/11/2004
Miller Fullwood Limited	United Kingdom	22/02/2007
Miller Glasgow Limited	United Kingdom	10/11/2004
Miller Glasgow No 1 Limited	England and Wales	28/10/2005
Miller Holdings (International) Limited	Scotland	25/05/2007
Miller Lancaster Limited	United Kingdom	29/06/2005
Miller Magnolia One Limited	England and Wales	27/03/2007
Miller Manchester Limited	Scotland	10/11/2004
Miller Manchester No 1 Limited	England and Wales	28/10/2005
Miller Oldham Limited	Scotland	10/11/2004
Miller Parkgate (No 1) Limited	United Kingdom	10/01/2007
Miller Properties (Aqua) Limited	England and Wales	28/10/2005
Miller Romania One Limited	United Kingdom	04/12/2006
Miller Romania Two Limited	United Kingdom	04/12/2006
Miller Solihull Limited	United Kingdom	14/12/2006
Miller Standishgate Limited	England and Wales	28/10/2005
Miller Swansea Nominee No 1 Limited Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Wigan Nominee No 1 Limited Alternate to Andrew Sutherland	England and Wales	17/07/2002

External Directorships

Company Name	Country	Appointed
Miller (Aberdeen) Limited	Australia	18/08/2000
Miller (Whitehall) Limited	England	22/03/2001
Miller Bath Nominee No 2 Limited - Dissolved 8/6/04 Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Birkenhead Nominee No 1 Limited - Dissolved 28 Feb 06 Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Birkenhead Nominee No 2 Limited Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Doncaster Nominee No 1 Limited Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Doncaster Nominee No 2 Limited Alternate to Andrew Sutherland	England and Wales	17/07/2002
Miller Germany Two GmbH	Germany	20/02/2006
Miller Swansea Nominee No 2 Limited - Dissolved	England and Wales	17/07/2002

David Milloy

Directorships Report

Company Name	Country	Appointed
8/6/04 Alternate to Andrew Sutherland		
Miller Wigan Nominee No 2 Limited - Dissolved 8/6/04 Alternate to Andrew Sutherland	England and Wales	17/07/2002
Newtrico Limited - In Liquidation	Great Britain	18/03/2005

Andrew Sutherland

Directorships Report

Person Details

Name **Andrew Sutherland**
 QuickRef **SUTHEAND**
 Occupation **Director of Property Development**
 Nationality **British**
 Date of Birth **22/01/1961**

Addresses

Home	Work
87 Whitehouse Road Edinburgh Lothian EH4 6PB	

Directorships

Company Name	Country	Appointed
115CR (135) Limited	England and Wales	25/02/2005
115CR (137) Limited	England and Wales	25/02/2005
115CR (138) Limited	England and Wales	25/02/2005
259 City Road Limited	England and Wales	31/03/2004
Centenary (Great Yarmouth) Limited	England and Wales	28/10/2005
Centros Miller Dumfries Limited	United Kingdom	27/06/2006
City Road Basin Limited	England	14/06/2001
Cromdale Enterprises Limited	Scotland	25/02/2005
Cussins Commercial Developments Limited	England and Wales	25/02/2005
Cussins Investment Properties Limited	England	25/02/2005
Edinburgh Quay (Four) Limited	United Kingdom	14/03/2005
Edinburgh Quay (One) Limited	Scotland	14/03/2005
Edinburgh Quay (Queen Street) Limited	United Kingdom	11/11/2003
Edinburgh Quay (Three) Limited	United Kingdom	14/03/2005
Edinburgh Quay (Two) Limited	United Kingdom	14/03/2005
Edinburgh Quay Car Park Management Limited	Scotland	19/06/2002
Edinburgh Quay Limited	Scotland	30/09/1999
Edinburgh Quay Management Limited	Scotland	25/06/2002
Freeshine Limited	Scotland	17/09/2001
G Y Nominee Limited	United Kingdom	28/10/2005
G Y Nominee No 2 Limited	England and Wales	28/10/2005
Miller (Aberdeen) Limited	Scotland	25/02/2005
Miller (Arena Central) Limited	England	10/02/2004
Miller (Aspect Court) Limited	Scotland	09/03/2007
Miller (Central House) Limited	Scotland	10/02/2004
Miller (Derby) Limited	England and Wales	28/10/2005
Miller (Dundee) Limited	United Kingdom	21/06/2007
Miller (Great Yarmouth) Limited	United Kingdom	28/10/2005
Miller (Nottingham) Limited	United Kingdom	02/11/2006
Miller (Portsmouth) Limited	Scotland	21/06/2007
Miller (Queen's Drive) Limited	England and Wales	25/02/2005
Miller (Reading) Limited	United Kingdom	25/02/2005
Miller (St Neots) Limited	England	05/07/2006
Miller (Swinton) Limited	England and Wales	21/06/2007
Miller (Whifflets) Limited - in liquidation - Dissolved 07-05-07	Scotland	04/02/2003
Miller Alba Limited	United Kingdom	30/11/2006
Miller Birch Limited	England	25/02/2005
Alternate to Philip Hartley Miller		

Andrew Sutherland

Directorships Report

Company Name	Country	Appointed
Miller Britannia Limited	Scotland	03/04/2002
Miller Bulgaria Limited	England and Wales	28/10/2005
Miller Bury St Edmunds Limited	United Kingdom	26/06/2007
Miller Bury St Edmunds Holdings Limited	United Kingdom	26/06/2007
Miller Cambridge Limited	Scotland	26/06/2007
Miller Crawley Limited	United Kingdom	26/06/2007
Miller Cromdale (Arden House) Limited	United Kingdom	12/06/2006
Miller Cromdale (Consort House) Limited	Scotland	30/08/2005
Miller Cromdale Limited	Scotland	25/02/2005
Miller Development Securities Haymarket Limited	United Kingdom	27/06/2006
Miller Developments (Management Services) Limited	Scotland	26/06/2007
Miller Developments (Warriston Road) Limited	United Kingdom	14/03/2003
Miller Developments Holdings Limited	England and Wales	20/12/2005
Miller Developments Limited	Scotland	01/08/2006
Miller Developments Northern Limited	Scotland	26/06/2007
Miller Developments Regeneration Limited	Scotland	25/02/2005
Miller Dorchester Limited	Scotland	26/06/2007
Miller Fairway Limited	Scotland	04/07/2007
Miller Fullwood Limited	United Kingdom	22/02/2007
Miller Glasgow Limited	United Kingdom	04/07/2007
Miller Gregory (Halifax) Limited	United Kingdom	03/09/2004
Miller Holdings (International) Limited	Scotland	25/05/2007
Miller Investments Holdings Limited	Scotland	04/07/2007
Miller Investments Northern Limited	Scotland	04/07/2007
Miller Lancaster Limited	United Kingdom	04/07/2007
Miller Lochside View Limited	Scotland	04/07/2007
Miller Magnolia One Limited	England and Wales	25/02/2005
Miller Manchester Limited	Scotland	04/07/2007
Miller Properties (Aqua) Limited	England and Wales	28/10/2005
Miller Romania One Limited	United Kingdom	04/12/2006
Miller Romania Two Limited	United Kingdom	04/12/2006
Miller Solihull Limited	United Kingdom	14/12/2006
Miller Standishgate Limited	England and Wales	28/10/2005
Miller Swansea Nominee No 1 Limited	England and Wales	15/04/2002
Miller Ventures Limited	Scotland	04/07/2007
Miller Wednesbury Limited	England	25/02/2005
Miller Wigan Nominee No 1 Limited	England and Wales	15/04/2002
Miller/CTP (Fareham) Limited	England	18/03/2005
Miller/CTP (Pacific Quay) Limited Alternate to Philip Hartley Miller	Scotland	25/02/2005
Miller/CTP (Wigan) Limited	England and Wales	18/03/2005
MillerBoS Limited	Scotland	04/07/2007
New Edinburgh Limited Alternate to Philip Hartley Miller	Scotland	01/06/2006
Ng2 Phase 3 Car Park Management Company Limited	United Kingdom	14/10/2005
NG2 Triangle Car Park Management Company Limited	United Kingdom	31/03/2006
Omega Warrington Limited	England	28/05/2002
Pacific Shelf 728 Limited	Scotland	08/07/2002
Redburn Court Management Company Limited	England and Wales	25/02/2005
Shawfair Developments Limited	Scotland	04/07/2007
Skerricha Properties Glenrothes Limited	Scotland	04/07/2007
Skerricha Properties Inverness Limited	Scotland	04/07/2007
Skerricha Properties Limited	Scotland	04/07/2007
South Queensferry Limited	Scotland	31/03/2004
SQ1 Limited	England and Wales	15/04/2002

Andrew Sutherland

Directorships Report

Company Name	Country	Appointed
The Barnsley Miller Partnership Limited	England	25/02/2005
The Fremlin Development Company Limited	England and Wales	18/03/2005
Thirstone Centros Miller Limited	England	18/03/2005

External Directorships

Company Name	Country	Appointed
Centros Miller Greenwich Co Limited	N/A	29/09/2000
Edinburgh Quay (Two) Limited	United Kingdom	14/03/2005
Miller Bath Nominee No 2 Limited - Dissolved 8/6/04	England and Wales	15/04/2002
Miller Birkenhead Nominee No 1 Limited - Dissolved 28 Feb 06	England and Wales	15/04/2002
Miller Birkenhead Nominee No 2 Limited	England and Wales	15/04/2002
Miller Doncaster Nominee No 1 Limited	England and Wales	15/04/2002
Miller Doncaster Nominee No 2 Limited	England and Wales	15/04/2002
Miller Swansea Nominee No 2 Limited - Dissolved 8/6/04	England and Wales	15/04/2002
Miller Wigan Nominee No 2 Limited - Dissolved 8/6/04	England and Wales	15/04/2002

Donald William Borland

Directorships Report

Person Details

Name Donald William Borland
QuickRef BORLDOWI
Occupation Accountant
Nationality British
Date of Birth 11/09/1966

Addresses

Home	Work
408 Ferry Road Edinburgh EH5 2AD	

Directorships

Company Name	Country	Appointed
Bury St Edmunds General Partner Limited Alternate to Philip Hartley Miller	United Kingdom	20/08/2007
Centenary (Great Yarmouth) Limited	England and Wales	20/08/2007
Centros Miller (Bury St Edmunds) Limited Alternate to Philip Hartley Miller	United Kingdom	20/08/2007
Centros Miller (Maidstone) Limited	England and Wales	20/08/2007
Centros Miller (Pontypool) Limited	United Kingdom	20/08/2007
Centros Miller (Portsmouth) Limited - (Dissolved - 08-06-07)	United Kingdom	20/08/2007
Centros Miller 1999 Limited	Scotland	20/08/2007
Centros Miller Boston No 2 Limited - (Dissolved - 15-05-07)	England	20/08/2007
Centros Miller Bury St Edmunds Link Site Limited Alternate to David Milloy	United Kingdom	20/08/2007
Centros Miller Bury St Edmunds Nominees Ltd Alternate to David Milloy	England and Wales	20/08/2007
Centros Miller Dumfries Limited Alternate to David Milloy	United Kingdom	20/08/2007
Centros Miller Greenwich Secured Limited	England	20/08/2007
Centros Miller Holdings Limited	Scotland	20/08/2007
Centros Miller Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
Centros Miller Management Limited	Scotland	20/08/2007
City Road Basin Limited	England	20/08/2007
Crawley General Partner Limited	United Kingdom	20/08/2007
Cromdale Enterprises Limited	Scotland	20/08/2007
Cussins Investment Properties Limited	England	20/08/2007
Dorchester General Partner Limited	England and Wales	20/08/2007
DWB Land Limited	Scotland	28/03/2002
Edinburgh Quay (Four) Limited	United Kingdom	20/08/2007
Edinburgh Quay (One) Limited	Scotland	20/08/2007
Edinburgh Quay (Queen Street) Limited	United Kingdom	20/08/2007
Edinburgh Quay (Three) Limited	United Kingdom	20/08/2007
Edinburgh Quay (Two) Limited	United Kingdom	20/08/2007
Edinburgh Quay Limited	Scotland	20/08/2007
Edinburgh Quay Management Limited	Scotland	20/08/2007
Freeshine Limited	Scotland	20/08/2007
G Y Nominee Limited	United Kingdom	20/08/2007
G Y Nominee No 2 Limited	England and Wales	20/08/2007
Inhoco 2991 Limited	United Kingdom	20/08/2007

Donald William Borland

Directorships Report

Company Name	Country	Appointed
Inhoco 2992 Limited	United Kingdom	20/08/2007
Lancaster General Partner Limited	United Kingdom	20/08/2007
Miller (Aberdeen) Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
Miller (Arena Central) Limited	England	20/08/2007
Miller (Central House) Limited	Scotland	20/08/2007
Miller (Chiswick) Limited	United Kingdom	20/08/2007
Miller (Derby) Limited	England and Wales	20/08/2007
Miller (Dundee) Limited	United Kingdom	20/08/2007
Miller (Great Yarmouth) Limited	United Kingdom	20/08/2007
Miller (Nottingham) Limited	United Kingdom	20/08/2007
Miller (Portsmouth) Limited	Scotland	20/08/2007
Miller (Queen's Drive) Limited	England and Wales	20/08/2007
Miller (Reading) Limited	United Kingdom	20/08/2007
Miller (St Neots) Limited	England	20/08/2007
Miller Alba Limited	United Kingdom	20/08/2007
Miller Argent (South Wales) Limited Alternate to Pamela June Smyth	England	01/06/2005
Miller Belmont Limited	Scotland	28/03/2002
Miller Birch Limited Alternate to Nicholas John Harris	England	20/08/2007
Miller Britannia Limited	Scotland	20/08/2007
Miller Bulgaria Limited	England and Wales	20/08/2007
Miller Bury St Edmunds Limited	United Kingdom	20/08/2007
Miller Cambridge Limited	Scotland	20/08/2007
Miller Cedar Nottingham Management Limited Alternate to Philip Hartley Miller	England and Wales	20/08/2007
Miller Cinemas (Bury) Limited	United Kingdom	20/08/2007
Miller City Centre Limited	Scotland	31/05/2001
Miller Crawley Limited	United Kingdom	20/08/2007
Miller Cromdale (Ardent House) Limited Alternate to Philip Hartley Miller	United Kingdom	20/08/2007
Miller Cromdale Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
Miller Cromdale Riverside Business Park Limited	United Kingdom	20/08/2007
Miller Developments (Management Services) Limited	Scotland	20/08/2007
Miller Developments (Warriston Road) Limited	United Kingdom	20/08/2007
Miller Developments Holdings Limited	England and Wales	20/08/2007
Miller Developments Limited	Scotland	20/08/2007
Miller Developments Northern Limited	Scotland	20/08/2007
Miller Developments Regeneration Limited	Scotland	20/08/2007
Miller Dorchester Limited	Scotland	20/08/2007
Miller Fairway Limited	Scotland	20/08/2007
Miller Fullwood Limited	United Kingdom	20/08/2007
Miller Glasgow Limited	United Kingdom	20/08/2007
Miller Gregory (Halifax) Limited Alternate to Andrew Sutherland	United Kingdom	20/08/2007
Miller Holdings (International) Limited	Scotland	20/08/2007
Miller Investments Holdings Limited	Scotland	20/08/2007
Miller Investments Northern Limited	Scotland	20/08/2007
Miller Lancaster Limited	United Kingdom	20/08/2007
Miller Lochside View Limited	Scotland	20/08/2007
Miller Magnolia One Limited	England and Wales	20/08/2007
Miller Manchester Limited	Scotland	20/08/2007
Miller Manchester No 1 Limited	England and Wales	20/08/2007
Miller Oldham Limited	Scotland	20/08/2007

Donald William Borland

Directorships Report

Company Name	Country	Appointed
Miller Parkgate (No 1) Limited	United Kingdom	20/08/2007
Miller Properties (Aqua) Limited	England and Wales	20/08/2007
Miller Retail Properties Limited	England	20/08/2007
Miller Romania One Limited	United Kingdom	20/08/2007
Miller Romania Two Limited	United Kingdom	20/08/2007
Miller Solihull Limited	United Kingdom	20/08/2007
Miller Standishgate Limited	England and Wales	20/08/2007
Miller Swansea Nominee No 1 Limited	England and Wales	20/08/2007
Miller Triumph Properties Limited	England and Wales	20/08/2007
Miller Wigan Limited	England and Wales	20/08/2007
Miller Wigan Nominee No 1 Limited	England and Wales	20/08/2007
Miller/CTP (Fareham) Limited Alternate to Philip Hartley Miller	England	20/08/2007
Miller/CTP (Oldham) Limited	England	20/08/2007
Miller/CTP (Pacific Quay) Limited	Scotland	20/08/2007
Miller/CTP (Wigan) Limited Alternate to Andrew Sutherland	England and Wales	20/08/2007
MillerBoS Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
New Edinburgh Limited Alternate to Pamela Grant	Scotland	20/08/2007
Omega Warrington Limited Alternate to Andrew Sutherland	England	20/08/2007
Pacific Quay Developments Limited Alternate to Pamela Grant	Scotland	20/08/2007
Pacific Shelf 728 Limited Alternate to Andrew Sutherland	Scotland	20/08/2007
Portsmouth General Partner Limited	England	20/08/2007
Redburn Court Management Company Limited	England and Wales	20/08/2007
Retail Parks (Hamilton) Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
Retail Parks (Scotland) Limited Alternate to Philip Hartley Miller	Scotland	20/08/2007
Skerricha Properties Glenrothes Limited	Scotland	20/08/2007
Skerricha Properties Inverness Limited	Scotland	20/08/2007
Skerricha Properties Limited	Scotland	20/08/2007
Skerricha Properties Newcastle Limited	England and Wales	20/08/2007
South Queensferry Limited	Scotland	20/08/2007
SQ1 Limited	England and Wales	20/08/2007
Thirstone Centros Miller Limited	England	20/08/2007

Philip Hartley Miller

Directorships Report

Person Details

Name **Philip Hartley Miller**
QuickRef **MILLPHHA**
Occupation **Chartered Surveyor**
Nationality **British**
Date of Birth **17/10/1956**

Addresses

Home	Work
20 Gardiner Road Blackhall EDINBURGH EH4 3RR	Miller House 18 South Groathill Avenue Edinburgh EH4 2LW

Directorships

Company Name	Country	Appointed
115CR (135) Limited	England and Wales	16/04/2002
115CR (137) Limited	England and Wales	16/04/2002
115CR (138) Limited	England and Wales	16/04/2002
Birch Developments Limited	England	12/01/2001
Bury St Edmunds General Partner Limited	United Kingdom	27/08/2004
Centenary (Great Yarmouth) Limited	England and Wales	28/10/2005
Centros Miller (Bury St Edmunds) Limited	United Kingdom	30/04/2003
Centros Miller (Maidstone) Limited	England and Wales	30/01/2001
Centros Miller (Pontypool) Limited	United Kingdom	28/01/2003
Centros Miller (Portsmouth) Limited - (Dissolved - 08-06-07)	United Kingdom	12/03/2004
Centros Miller 1999 Limited	Scotland	13/11/1996
Centros Miller Boston Limited - (Dissolved - 15-05-07)	England	13/12/2001
Centros Miller Boston No 2 Limited - (Dissolved - 15-05-07)	England	22/01/2002
Centros Miller Bury St Edmunds Link Site Limited	United Kingdom	26/09/2006
Centros Miller Bury St Edmunds Nominees Ltd	England and Wales	01/08/2006
Centros Miller Dumfries Limited	United Kingdom	27/06/2006
Centros Miller Greenwich Co Limited	United Kingdom	04/10/2000
Centros Miller Greenwich Secured Limited	England	04/10/2000
Centros Miller Greenwich UK Limited - (Dissolved 15-05-07)	England	04/10/2000
Centros Miller Holdings Limited	Scotland	08/07/1999
Centros Miller Investments Limited - (Dissolved - 15-05-07)	England	26/03/1999
Centros Miller Limited	Scotland	14/09/2004
Centros Miller Management Limited	Scotland	03/02/2006
City Road Basin Limited	England	24/11/2004
Crawley General Partner Limited	United Kingdom	21/07/2005
Cromdale Enterprises Limited	Scotland	20/12/2001
Cussins Commercial Developments Limited	England and Wales	03/11/1999
Cussins Investment Properties Limited	England	03/11/1999
Dorchester General Partner Limited	England and Wales	17/06/2004
Edinburgh Park (Management) Limited	Scotland	30/09/1992
Edinburgh Quay (One) Limited	Scotland	14/03/2005
Edinburgh Quay (Queen Street) Limited	United Kingdom	11/11/2003
Edinburgh Quay (Two) Limited	United Kingdom	14/03/2005
Edinburgh Quay Car Park Management Limited	Scotland	19/06/2002
Edinburgh Quay Management Limited	Scotland	25/06/2002

Philip Hartley Miller

Directorships Report

Company Name	Country	Appointed
Freeshine Limited	Scotland	30/10/2002
G Y Nominee Limited	United Kingdom	28/10/2005
G Y Nominee No 2 Limited	England and Wales	28/10/2005
Lancaster General Partner Limited	United Kingdom	21/07/2005
Lothian Fifty (523) Limited	Scotland	14/10/1998
Miller (Aberdeen) Limited	Scotland	18/08/2000
Miller (Arena Central) Limited	England	27/03/2001
Miller (Aspect Court) Limited	Scotland	09/03/2007
Miller (Central House) Limited	Scotland	10/07/1997
Miller (Chiswick) Limited	United Kingdom	09/09/2003
Miller (Derby) Limited	England and Wales	28/10/2005
Miller (Dundee) Limited	United Kingdom	11/03/2004
Miller (Great Yarmouth) Limited	United Kingdom	28/10/2005
Miller (Nottingham) Limited	United Kingdom	02/11/2006
Miller (Portsmouth) Limited	Scotland	12/03/2004
Miller (Queen's Drive) Limited	England and Wales	25/04/2002
Miller (Reading) Limited	United Kingdom	05/05/2004
Miller (St Neots) Limited	England	24/07/1998
Miller (Swinton) Limited	England and Wales	23/11/2004
Miller (Whitehall) Limited	England and Wales	07/08/1998
Miller Alba Limited	United Kingdom	30/11/2006
Miller Birch Limited	England	09/10/2000
Miller Britannia Limited	Scotland	28/03/2002
Miller Bulgaria Limited	England and Wales	28/10/2005
Miller Bury St Edmunds Limited	United Kingdom	27/08/2004
Miller Bury St Edmunds Holdings Limited	United Kingdom	28/09/2006
Miller Cambridge Limited	Scotland	17/06/2004
Miller Cedar Nottingham Management Limited	England and Wales	21/03/2003
Miller Cinemas (Bury) Limited	United Kingdom	10/01/2007
Miller Crawley Limited	United Kingdom	21/07/2005
Miller Cromdale (Ardent House) Limited	United Kingdom	12/06/2006
Miller Cromdale Limited	Scotland	04/12/2000
Miller Developments (Management Services) Limited	Scotland	28/02/1997
Miller Developments (Warriston Road) Limited	United Kingdom	14/03/2003
Miller Developments Holdings Limited	England and Wales	01/12/1994
Miller Developments Limited	Scotland	19/08/1997
Miller Developments Northern Limited	Scotland	19/08/1997
Miller Developments Regeneration Limited	Scotland	25/02/2005
Alternate to Andrew Sutherland		
Miller Dorchester Limited	Scotland	15/06/2004
Miller Fairway Limited	Scotland	11/11/2004
Miller Fullwood Limited	United Kingdom	10/01/2007
Miller Glasgow Limited	United Kingdom	11/11/2004
Miller Glasgow No 1 Limited	England and Wales	04/07/2007
Miller Holdings (International) Limited	Scotland	22/04/1998
Miller Investments Holdings Limited	Scotland	19/06/2001
Miller Investments Northern Limited	Scotland	02/10/1995
Miller Lancaster Limited	United Kingdom	21/07/2005
Miller Lochside View Limited	Scotland	21/10/2004
Miller Magnolia One Limited	England and Wales	16/04/2002
Miller Manchester Limited	Scotland	11/11/2004
Miller Manchester No 1 Limited	England and Wales	04/07/2007
Miller Oldham Limited	Scotland	11/11/2004
Miller Parkgate (No 1) Limited	United Kingdom	10/01/2007
Miller Properties (Aqua) Limited	England and Wales	28/10/2005

Philip Hartley Miller

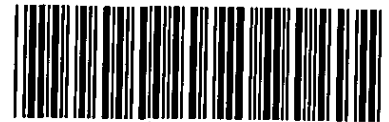
Directorships Report

Company Name	Country	Appointed
Miller Retail Properties Limited	England	23/04/1999
Miller Romania One Limited	United Kingdom	04/12/2006
Miller Romania Two Limited	United Kingdom	04/12/2006
Miller Solihull Limited	United Kingdom	14/12/2006
Miller Standishgate Limited	England and Wales	28/10/2005
Miller Triumph Properties Limited	England and Wales	20/09/2004
Miller Ventures Limited	Scotland	21/01/2000
Miller Wednesbury Limited	England	16/08/2001
Miller Wigan Limited	England and Wales	15/08/2000
Miller Wigan Nominee No 1 Limited	England and Wales	18/10/2002
Miller/CTP (Fareham) Limited	England	31/08/2000
Miller/CTP (Oldham) Limited	England	18/10/2000
Miller/CTP (Pacific Quay) Limited	Scotland	09/10/1995
Miller/CTP (Wigan) Limited	England and Wales	28/04/1995
MillerBoS Limited	Scotland	08/09/2000
New Edinburgh Limited	Scotland	23/07/1991
Omega Warrington Limited	England	28/05/2002
Outlet Estates Limited	England and Wales	26/02/2004
Pacific Quay Developments Limited	Scotland	18/06/1997
Portsmouth General Partner Limited	England	22/03/2004
Redburn Court Management Company Limited	England and Wales	05/02/2003
Retail Parks (Hamilton) Limited	Scotland	09/12/1994
Retail Parks (Scotland) Limited	Scotland	19/12/1994
Shawfair Developments Limited	Scotland	19/09/2001
Skerricha Properties Glenrothes Limited	Scotland	17/08/2004
Skerricha Properties Inverness Limited	Scotland	17/08/2004
Skerricha Properties Limited	Scotland	29/03/2004
Skerricha Properties Newcastle Limited	England and Wales	17/08/2004
South Queensferry Limited	Scotland	31/03/2004
SQ1 Limited	England and Wales	17/12/2003
The Barnsley Miller Partnership Limited	England	18/11/1997
The Fremlin Development Company Limited	England and Wales	15/04/2002
The Miller Group Limited	Scotland	01/07/1997
Thirstone Centros Miller Limited	England	26/03/2004

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THE COMPANIES ACTS 1985 - 2006

THURSDAY



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COMPANIES HOUSE

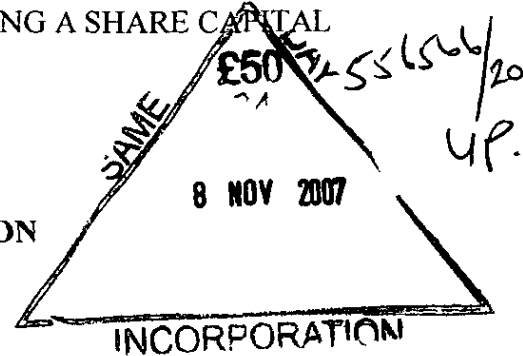
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

PAVILIONS SOLIHULL MANAGEMENT LIMITED

(the "Company")



- 1 The name of the Company is "PAVILIONS SOLIHULL MANAGEMENT LIMITED"
- 2 The registered office of the Company will be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company
In particular, but without prejudice to the generality of the foregoing, the Company has the following objects
 - (a) to manage and maintain the land and buildings situate at The Pavilions, Cranmore Boulevard, Solihull, West Midlands registered under Title Number WK105234 and currently known as land on the South East side of Cranmore Boulevard, Solihull all with common parts, land, buildings, roads, parking areas, pathways and landscaped areas and other such land as shall from time to time form part of the Estate (the "Estate") and in particular (but without limitation) to carry out any and/or all of the following activities
 - (i) acquiring and holding the freehold interest in the parts intended to be used in common by or to be held for the joint benefit of the commercial unit owners on the Estate,

- (ii) keeping the common landscaped areas, common areas, walls, fences, entrance features and pond(s) (if any) ("**Landscaped Areas**") in good order and condition and properly planted, replanted and cultivated including any necessary inspections, maintenance, renewals, mowing, trimming, pruning, tree surgery, and complying with all proper requirements of any relevant authority,
- (iii) providing maintaining and renewing and cleaning common estate signboards and directional signs and similar apparatus for the Estate ("**Signage**"),
- (iv) providing and maintaining traffic control, car parking, security and traffic management systems for the Estate ("**Traffic Management**"),
- (v) repairing, cleaning, maintaining and renewing the new access road to the Estate (the "**Road**") including any verges walls or fences to a standard appropriate for the commercial units on the Estate (but only insofar as the Company shall consider it necessary and the same shall not be the responsibility of any other person, or maintainable at public expense),
- (vi) repairing, cleaning, maintaining and renewing the foul and surface water drainage serving the Estate (the "**Private Drain**") and any service installations under the Road and/or the Landscaped Areas of the Estate (but only insofar as the Company shall consider it necessary and the same shall not be the responsibility of any other person, or maintainable at public expense),
- (vii) repairing, cleaning, maintaining and renewing the street lighting serving the Estate (the "**Street Lights**") (but only in so far as the Company shall consider it necessary and the same shall not be the responsibility of any other person, or maintainable at public expense),
- (viii) removing of leaves, litter and refuse and where appropriate snow from all parts of the Estate intended to be used in common by or to be held for the joint benefit of the commercial unit owners of the Estate,

- (ix) remunerating any person, firm or company rendering services to the Company,
- (x) collecting from the members of the Company and any relevant third parties contributions payable by each of them towards the management, maintenance and improvement of the Estate,
- (xi) selling, letting, leasing, granting licences, easements and other rights over the whole or any part of the undertaking, property, assets, rights, effects and business of the Company for such consideration as may be thought fit and in particular for the rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company or without consideration,
- (xii) executing and doing all such other instruments and acts and things as may be requisite for the purpose of ensuring the efficient management and administration in the Estate,
- (xiii) arranging such insurance cover as the Company may consider to be appropriate for the Estate and in respect of any risks for which the Company may be liable as an employer of persons working on the Estate,
- (xiv) paying all rates taxes duties charges assessments and outgoings of any description which may be assessed charged or payable by the Company,
- (xv) employing a firm of managing agents if the Company thinks fit and enforcing or attempting to enforce the observance of any covenants on the part of the owners and/or occupiers of the commercial units on the Estate,
- (xvi) engaging a qualified accountant if the Company thinks fit for the purpose of auditing the accounts of the Company in respect of the monies received and the monies expended or reserved for anticipated or periodical expenditure by or on behalf of the Company from time to

time in connection with the Estate,

- (xvii) borrowing and raising money in such manner and upon such terms (including all such terms relating to the payment of interest) as the Company think fit (in order to provide the services and to discharge the obligations set out in this Memorandum and to pay all such bank charges and interest from time to time as and when the same shall become due and payable), and in particular by the issue (whether at par or at a premium or discount and such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance,
- (xviii) purchasing and maintaining insurance for the benefit of any persons who are or were at any time officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty of trust or to cover the terms of the indemnity given to the Directors in Article 15 of the Company's Articles of Association or any other liabilities which may be lawfully insured against,
- (xix) selling, letting, licencing, purchasing, taking on lease or licence, hiring, exchanging or otherwise disposing of or acquiring any property of any kind, which is appropriate or convenient for the proper discharge or conduct of the business of the Company,

(xx) acquiring, holding, dealing with and disposing of any freehold or leasehold land or property in such manner and on such terms as the Company may think fit,

and generally doing such other things as are incidental or conducive to the attainment of the above objects or any of them, or as are calculated to enhance the value and beneficial advantage of the Estate and the commercial units comprised in it

- 4 The objects specified in each sub-clause of clause 3 shall not be limited or restricted in any way by reference to or inference from the terms of any other sub-clause, or the name of the Company, unless such limitation or restriction is expressly stated in that clause. None of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause
- 5 The liability of the members is limited
- 6 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, or to the payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound

We, the person whose name, address and description are listed below wish to be formed into a Company in pursuance of this Memorandum of Association

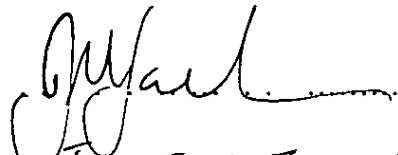
NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Miller Solihull Limited (CRN 06014593)

of 28 Dover Street, London W1S 4NA

Signed by

Print name


JULIE M JACKSON

Duly authorised signatory for and on behalf of the subscriber

DATED this 24 / 10 / 2007

WITNESS to the above signature

Signature



Name

SUSAN DONALD

Address

2 LOCHSIDE VIEW

EDINBURGH, EH12 9DY

Occupation

LEGAL PA.

Company Number []

THE COMPANIES ACTS 1985 - 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION

of

PAVILIONS SOLIHULL MANAGEMENT LIMITED
(the "Company")

1 Preliminary

1 1 In these Articles the following expressions shall have the following meanings:

“**Act**” means the Companies Act 1985 (“**CA 1985**”) including any statutory modification or re-enactment of it for the time being in force and any provisions of the Companies Act 2006 (“**CA 2006**”) for the time being in force,

“**Board**” means the Board of Directors of the Company from time to time,

“**Commercial Unit**” means one of the freehold commercial units comprised in the Estate,

“Developer” means Miller Solihull Limited or any company in the same group or any person nominated by it from time to time to succeed it as the Developer for the purposes of these Articles,

the **“Developer Director”** means any Director of the Company appointed by the Developer,

“Director” means a director for the time being of the Company,

“electronic communication” means a document or information supplied in electronic form for the purpose of section 1168 CA 2006,

“Estate” means all the land and buildings situate at The Pavilions, Cranmore Boulevard, Solihull, West Midlands registered under Title Number WK105234 and currently known as land on the South East side of Cranmore Boulevard, Solihull with all common parts, land, buildings, roads, parking areas, pathways and landscaped areas, and other such land as shall from time to time form part of the Estate,

“Net Internal Area” means the net internal area as defined in the current RICS Code of Measuring Practice 5th Edition,

“Owner” means the freehold owner or joint owners for the time being of a Commercial Unit,

“Secretary” means any person appointed to perform the duties of the Secretary of the Company

1 2 Any words importing the singular number shall include the plural number and vice versa

1 3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Company

2 Members

- 2 1 The number of members with which the Company proposes to be registered is one but the Directors may from time to time register an increase of members. The subscriber to the Memorandum of Association is the first member. A subscriber may nominate any person to succeed it as a member and its nominee has the same power to nominate its own successor in accordance with the provisions of this Article.
- 2 2 Apart from the subscriber and its nominated successor only Owners will be admitted as members of the Company. The Company must accept as a member every person who is an Owner and who has complied with this Article. The provisions of this Article 2 2 may not be amended without the written consent of all the members of the Company.
- 2 3 An Owner shall be admitted as a member of the Company automatically upon registration of the Owner as the registered proprietor of the title to a Commercial Unit at the Land Registry and the Company shall make arrangements to record the Owner as a member of the Company in the Company's Register of Members without undue delay.
- 2 4 Where two or more persons jointly are an Owner, but they will together constitute one member and the person whose name first appears on the register of members shall exercise the voting and other powers vested in such member, save that both or all such persons shall be entitled to speak at a general meeting of the Company.
- 2 5 The Developer (and its nominated successor who is not an Owner) will cease to be a member as soon as
- (a) all the Owners who should be admitted as members of the Company have been admitted as members of the Company in accordance with Article 2 2 and 2 3 above, and

- (b) the Developer Director has resigned and the Developer has not appointed and does not intend to appoint a successor, and
 - (c) a person (other than someone nominated by the Developer as a Developer Director) who is willing to act as a Director has been so appointed
- 2 6 An Owner may not resign as a member while holding (either alone or jointly with others) a legal interest in a Commercial Unit. An Owner will automatically cease to be a member on the registration as a member of a successor in title to his Commercial Unit.
- 2 7 If the subscriber becomes subject to an insolvency regime, the liquidator, administrator, administrative receiver or receiver of the subscriber to the Memorandum shall be entitled to become a member on written request in place of the subscriber.
- 2 8 A member who is an Owner shall cease to be a member
 - (a) on the registration as a member of his successor in title to his Commercial Unit,
 - (b) on death,
 - (c) on becoming bankrupt, or
 - (d) on becoming of unsound mind
 - (e) or in the case of a company on the company entering into liquidation, administration or voluntary arrangement or on the appointment of a receiver, or if the company is dissolved
- 2 9 Where a member who is an Owner dies or becomes bankrupt or is of unsound mind, or in the case of a company, the member is liquidated, dissolved or enters into Administration or a voluntary arrangement or a receiver is appointed, his

estate shall remain liable under the Articles until a successor in title to the member's Commercial Unit is registered as a member

- 2 10 The trustee in bankruptcy of any bankrupt member, the personal representatives of any deceased member, or the receiver or attorney of any member who is of unsound mind, shall be entitled to become a member on written request in place of the bankrupt or deceased member or member who is of unsound mind
- 2 11 A receiver, liquidator, administrator or other appropriate insolvency practitioner of any corporate member that has entered into receivership, administration, liquidation or which has been dissolved shall be entitled to become a member on written request in place of the corporate member
- 2 12 A chargee in possession of a Commercial Unit, or other person entitled by law to transfer title to a Commercial Unit, is authorised to become a member in place of the relevant Owner until such time as it ceases to be a chargee in possession
- 2 13 The Company shall keep a register of members of the Company in accordance with the CA 1985
- 2 14 If at any time a body corporate shall be admitted as a member, its right to attend, vote and speak at general meetings in respect of its membership shall be exercised by the representative for the time being of that body corporate, appointed pursuant to Section 323 of the CA 2006, provided that notification of such representative's appointment has been given in writing to the secretary of the Company to the reasonable satisfaction of the Board, prior to the meeting at which such representative is to speak or vote

3 General meetings

- 3 1 The Directors may, whenever they think fit, convene a general meeting and general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 303 of the CA 2006 If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Directors or any two members of the Company

entitled to receive notice of general meetings may convene an extraordinary general meeting in the same manner as is practically possible as that in which meetings may be convened by the Directors

4 Notice of General Meetings

4 1 A general meeting shall be called by 14 days' notice in writing at the least. The notice period shall in each case be exclusive of the day on which it is served or deemed to be served in accordance with Article 18 5 and of the day for which it is given. Each notice shall specify the place, the date and the time of the meeting and the general nature of the business and shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article 4 1, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 90% of the total voting rights at that meeting of all the members

4 2 Notice of every general meeting shall be given in any manner authorised by these Articles to

- (a) every member entitled to attend and vote at that meeting except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
- (b) every person being a trustee in bankruptcy, liquidator, receiver or administrator of a member where the member but for his bankruptcy, or in the case of a company, but for its liquidation, dissolution, receivership or administration would be entitled to receive notice of the meeting, and
- (c) the auditor for the time being of the Company

No other person shall be entitled to receive notices of general meetings

- 4 3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

5 Proceedings at General Meetings

- 5 1 Subject to Article 5 2 no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business Subject to Articles 5 2 and 6 1

- (a) two persons entitled to vote on the business to be transacted each being a member, or a proxy for a member, or a duly authorised representative of a corporate member, shall be a quorum, and
- (b) if such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the reconvened meeting, the meeting shall be dissolved

- 5 2 The following provisions of this Article apply if and so long as the Company has only a single member

- (a) that member shall be entitled at any time to call a general meeting,
- (b) the quorum at any such meeting shall be one being the member, or a proxy for the member, or a duly authorised representative of a sole corporate member,
- (c) the provisions of Article 5 1 as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting such a

quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned, and

- (d) if the single 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, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision (but failure to do so shall not affect the validity of the relevant decision)

- 5 3 The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting
- 5 4 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting
- 5 5 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Except as stated above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 5 6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

- (a) by the chairman, or
- (b) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution

The demand for a poll may be withdrawn

5 7 Except as provided in Article 5 8, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

5 8 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll

6 Votes of Members

6 1 Until the Developer (or its successor nominated under Article 2 1) ceases to be a member of the Company the quorum for general meetings shall be one and only the Developer or a duly authorised representative of the Developer shall be entitled to convene, attend and vote at any general meeting of the Company or pass any written resolution of the Company

6 2 Once the Developer ceases to be a member every member of the Company present in person or by proxy or (if a corporation) by an authorised representative shall have one vote at a general meeting or shall have one vote for

the purposes of passing a written resolution for each 250 square metres of Net Internal Area (or part thereof) of each Commercial Unit that he owns

- 6 3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid
- 6 4 The appointment of a proxy shall be executed by the appointer or by his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised A proxy need not be a member of the Company
- 6 5 The instrument or electronic communication appointing a proxy and any authority under which it is executed or a copy of any such authority certified notarially or in some other way approved by the Directors may
- (a) in the case of an instrument in writing be deposited at the Company's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting,
 - (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at that address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as stated above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director,

and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

6 6 An instrument or electronic communication appointing a proxy shall be in the following form or a form as near to it as circumstances admit

“ Limited
I (We) of being a member (members)
of the above named Company hereby appoint of
or failing him of as my
(our) proxy to vote for me (us) on my (our) behalf at the general meeting of the
Company to be held on 200[] and at any adjournment
thereof

Signed on 200[]”

6 7 Where it is desired to give members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit

“ Limited

I (We) _____ of _____ being a member
 (members) of the above named Company hereby appoint . . . of
 _____ or failing him _____ of
 _____ as my (our) proxy to vote for me (us) on my (our) behalf
 at the general meeting of the Company to be held on _____ 200[]
 and at any adjournment thereof

Signed on _____ 200[]

This form is to be used in favour of/against* the resolution Unless otherwise
 instructed the proxy will vote as he thinks fit

* Strike out whichever is not desired "

- 6 8 The appointment of a proxy shall be deemed to confer authority to demand or
 join in demanding a poll
- 6 9 A vote given in accordance with the terms of a proxy shall be valid
 notwithstanding the previous death or insanity of the principal or revocation of
 the proxy or of the authority under which the proxy was executed, unless
 intimation in writing of the relevant death, insanity or revocation as referred to
 above has been received by the Company at its registered office before the
 commencement of the meeting or adjourned meeting at which the proxy is used
- 6 10 Any corporation which is a member of the Company may by resolution of its
 Directors authorise such person as it thinks fit to act as its representative at any
 meeting of the Company, and the person so authorised shall be entitled to
 exercise the same powers on behalf of the corporation which he represents as
 that corporation could exercise if it were an individual member of the Company

7 **The Board of Directors**

- 7 1 The minimum number of Directors shall be one and shall not be subject to any
 maximum A sole Director shall have and exercise all the powers, duties and
 discretions conferred on or vested in the Directors by these Articles

- 7 2 The first Director shall be the Developer Director and the Developer may appoint any person or persons to succeed such Director by giving notice in writing of such appointment to the Company
- 7 3 Subject to the provisions of Article 7 9 the Developer Director (including any successor) shall remain in office until removed by notice in writing given to the Company by the Developer
- 7 4 Any appointment or removal under this article 7 takes effect on the date specified in the notice
- 7 5 The Directors shall not be required to retire by rotation
- 7 6 Subject as otherwise provided by these Articles, 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
- 7 7 The Directors may also appoint a person who is willing to act as 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 these Articles as the maximum number of Directors A Director so appointed shall not be subject to retirement or re-election at any Annual General Meeting
- 7 8 Without prejudice to the powers of the Company under section 168 of the CA 2006 to remove a Director by ordinary resolution, the holder or holders for the time being of more than one half of the voting rights capable of exercise at any general meeting 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 however appointed Any such appointment or removal shall be effected
- (a) by a notice signed by the member or members making the appointment or removal or (in the case of a member being a corporation) signed on its

behalf by one of its directors or its secretary and shall take effect on lodgment at the registered office of the Company, or

- (b) by an electronic communication and shall take effect on receipt of the relevant communication at the registered office of the Company, and Articles 18 4 and 18 5 below shall apply in determining proof of receipt

7 9 The office of a Director shall be vacated if

- (a) he is removed from office under article 7 3 or 7 8, or
- (b) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director,
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (d) he is, or may be, suffering from mental disorder and either
 - (i) 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
 - (ii) 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,
- (e) he resigns his office by notice to the Company, or
- (f) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated

8 Powers and Proceedings of Directors

8 1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or these articles and no such direction shall invalidate any prior act of the directors, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by these articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

8 2 The Directors shall cause Minutes to be made in books provided for the purpose

- (a) of all appointments of officers made by the Directors,
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the directors, and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and any committee of Directors.

8 3 The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

8 4 No business shall be transacted at any meeting of the Directors unless a quorum is present. Subject to Article 8 5, the quorum for the transaction of the business of the Directors shall be two.

8 5 If and so long as the Company has only a single Director the minimum number of Directors shall be one and a sole Director shall constitute a quorum for the

transaction of the business of the Directors and shall have and exercise all the powers, duties and discretions conferred in or vested in the Directors by these Articles

- 8 6 The Directors may from time to time elect a chairman who shall be entitled to preside at all meetings of the Board of Directors at which he shall be present and the Directors may determine for what period he is to hold office but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding that meeting, the Directors present may choose one of their number to be chairman of the meeting
- 8 7 All acts bona fide done by any meeting of the Directors or by any person acting as a Director shall (notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or persons acting as stated above or that they or any of them were disqualified) be as valid as if every such person had been duly appointed and was qualified to be a Director
- 8 8 The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company, the Board of Directors, and all business transacted at those meetings, and any such minutes of any meeting, if purported to be signed by the chairman of the relevant meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in them
- 8 9 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held
- 8 10 Subject to the Act, a Director may vote at a meeting of Directors or of a committee of Directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of

such a matter with the disclosure provisions of Section 317 of the CA 1985 or Sections 182, 185 and 187 CA 2006 as are in force from time to time

8 11 The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

8 12 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

9 Secretary

9 1 Subject to Article 9 2 below, the Secretary shall be appointed by Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed by them may be removed by them

9 2 For so long as the Developer is a member of the Company, the Secretary shall be a person or company nominated by the Developer

9 3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place, of the Secretary

10 Accounts

10 1 The Directors shall cause proper books of account to be kept with respect to

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,

- (b) all sales and purchases of goods by the Company, and
- (c) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions

- 10 2 The books of account shall be kept at the registered office of the Company or, subject to sections 221, 222 and 223 of the CA 1985 (or sections 386, 387, 388, 389 and 390 CA 2006) as may be in force from time to time at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors
- 10 3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting
- 10 4 Subject to the Company passing an appropriate resolution the Directors shall from time to time in accordance with sections 229, 233, 239, 245, 261(2) and 736 of the CA 1985 (or the relevant replacement provisions of Part 15 of the CA 2006 as shall be in force from time to time) cause to be prepared if required under the provisions of the CA 1985 or the CA 2006 in force such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections
- 10 5 A copy of every balance sheet (including every document required by law to be annexed to it) together with a copy of the auditors' report shall be sent to every member of the Company as required under Section 238 of the CA 1985 (or

Sections 423 and 424 of the CA 2006 as shall be in force from time to time), but this Article 10 5 shall not require a copy of those documents to be sent to any person of whose address the Company is not aware

11 Audit

11 1 Auditors shall be appointed and their duties regulated in accordance with the Act

12 Participation in Meetings

12 1 Any meeting, whether of the members of the Company, the Directors or a committee of the Directors, may with the consent of all those participating, be held by means of conference telephone, video conference or similar communication equipment where 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 the relevant meeting

13 Alternate Directors

13 1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him

13 2 An alternate director shall be entitled to receive notice of all meetings of directors, 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 appointer as a director in his absence

13 3 Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the directors

13 4 An alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own act and defaults and he shall not be deemed to be the agent of the director appointing him

13 5 The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting

13 6 An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director

14 Dissolution

14 1 Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions of that clause were repeated in these Articles

15 Indemnity

15 1 Subject to the Act, every Director shall be indemnified to the fullest extent permitted by law out of the Company's assets against any expenses which that Director incurs

(a) in defending civil proceedings (unless judgment is given against the Director and the judgment is final),

(b) in defending criminal proceedings (unless the Director is convicted and the conviction is final), or

(c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the court refuses to grant the Director relief, and the refusal is final).

For the purpose of this Article 15 1, a judgment, conviction or refusal of relief becomes final if

- (i) the period for bringing an appeal (or any further appeal) has ended, and
- (ii) any appeal brought is determined, abandoned or otherwise ceases to have effect

This Article 15 1 is without prejudice to any other indemnity to which a Director may be entitled

15 2 To the fullest extent permitted by law

- (a) every Director, alternate director, Secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation to his office, including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled,
- (b) the Directors may authorise loans by the Company to any Director, alternate director, Secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Articles 15 1 or 15 2(a) above, and
- (c) the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a

Director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any 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, officer or employee

16 Borrowing

- 16 1 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part of them and to issue debentures, debenture stock and other securities as security for such money or for any debt, liability or obligation of the Company or any third party

17 Income and Property of the Company

- 17 1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in the Memorandum of Association and no part of them shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to any member or members of the Company. This Article may not be amended without the written consent of all the members of the Company

18 Notices

- 18 1 A notice may be given by the Company to any member either personally or by electronic communication or by sending it in the post to him or his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him
- 18 2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including electronic communication, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed

- 18 3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 18 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 18 5 A notice sent by first class post shall be deemed, unless the contrary is proved, if sent to an address within the United Kingdom, to have been received on the third working day after the envelope containing it was posted and if sent to an address outside the United Kingdom by air mail on the sixth working day after the envelope containing it was posted A notice contained in an electronic communication shall be deemed, unless the contrary is proved, to have been received at the expiration of 48 hours after the time it was sent


NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Miller Solihull Limited
(CRN 06014593)

of 28 Dover Street, London, W1S 4NA

Signed by

Print name


JULIE A JACKSON

Duly authorised signatory for and on behalf of the subscriber

DATED this

24 / 10 / 2007

WITNESS to the above signature[s]

Signature



Name

SUSAN DONALD

Address

2 LOCHSIDE VIEW, EDINBURGH, EH12 9DH

Occupation

LEGAL PA