

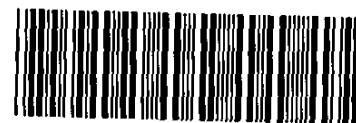
GROOM 2 LIMITED

(the "Company")

Company No:
06914265

Companies Act 2006

TUESDAY



A16 *A636ZJ6Q* 28/03/2017 #45
COMPANIES HOUSE

Written Resolutions of the Members (Proposed by the Directors)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as special resolutions (the "Resolutions").

Special Resolutions

- (i) that the existing 2 Ordinary shares of £1.00 each in the capital of the Company be redesignated into a new Class of A Ordinary shares of £1.00 each having the rights and restrictions as set out in the proposed new Articles of Association and the remaining unissued Ordinary Shares be cancelled.
- (ii) that a new Class of B Ordinary Shares of £1.00 each be created, having the rights and restrictions as set out in the proposed new Articles of Association.
- (iii) That the Articles of Association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association, which by virtue of Section 28 of the Companies Act 2006, are to be treated as part of the Company's Articles of Association.
- (iv) That the Articles of Association of the Company be amended by deleting all provisions referred to in paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (No 2860)
- (v) That the regulations contained in the attached document signed by the Chairman for the purposes of Identification, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolutions.

The Members:

£1.00 Ordinary shareholders:


.....
On behalf of GROOM PROPERTIES LIMITED

21 March 2017

GROOM 2 LIMITED

ARTICLES OF ASSOCIATION (ADOPTED BY SPECIAL RESOLUTION 21 MARCH 2017)



PRELIMINARY

- 1 (1) The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified in these Articles and such Model Articles and the articles set out below shall be the articles of association of the Company (the "Articles").
- (2) In these Articles —
- (a) any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification to or re-enactment of that provision for the time being in force,
 - (b) companies are "associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate,
 - (c) a "relevant officer" means any director or secretary or former director or secretary of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or secretary), to the extent he acts in his capacity as auditor), and
 - (d) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.
- (3) Model Articles 7, 11, 14, 15, 17, 42, 44, 52 and 53 shall not apply to the Company.
- (4) Headings in these Articles are used for convenience only and shall not affect the construction or interpretation on of these Articles
- (5) Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act 2006 as in force on the date when these Articles become binding on the Company shall have the same meanings in these Articles.

DIRECTORS' GENERAL AUTHORITY

2. Article 3 of the Model Articles shall be amended by the insertion of the words "and to the applicable provisions for the time being of the Companies Acts" after the phrase "Subject to the articles"

CHANGE OF COMPANY NAME

3. Pursuant to Section 77(1)(b) of the Companies Act 2006, the directors may resolve in accordance with Article 4 to change the Company's name.

DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 4 (1) *The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or as a directors' written resolution in accordance with Article 5 (Directors' written resolutions) or otherwise as a unanimous decision taken in accordance with Model Article 8 (Unanimous decisions).*

- (2) If —

- (a) the company only has one director, and

- (b) no provision of the articles requires it to have more than one director,

the general rule in Article 4(1) does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

DIRECTORS' WRITTEN RESOLUTIONS

5. (1) Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors or instructing the company's company secretary to give notice in writing of the proposed resolution to each of the other directors.

- (2) Notice of a proposed directors' written resolution must indicate:

- a) the proposed resolution; and

- b) the time by which it is proposed that the directors should adopt it.

- (3) *A proposed directors' written resolution is adopted when a majority of the non-conflicted directors have signed one or more copies of it, provided that those directors would have formed a quorum at a directors' meeting were the resolution to have been proposed at such a meeting.*

- (4) Once the directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles.

QUORUM FOR DIRECTORS' MEETINGS

6. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a *proposal to call another meeting*.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles and accordingly for the transaction of business in these circumstances the quorum shall be one.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision —
- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the shareholders to appoint further directors.
- (4) For the purposes of any meeting (or part of a meeting) held pursuant to Article 9 (Directors' Conflict of Interests) to authorise a director's Conflict, if there is only one director in office in addition to the conflicted director(s), the quorum for such a meeting (or part of a meeting) shall be one non-conflicted director.

CASTING VOTE

7. Article 13(1) of the Model Articles shall be amended by the insertion of the words "at a meeting of directors" after the word "proposal"

TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

- 8 (1) A director must declare the nature and extent of his interest in a proposed or existing transaction or arrangement with the Company in accordance with section 177 or section 182 of the Companies Act 2006.
- (2) Subject to the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with the Companies Acts and Article 8(1), a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company —
- (a) may be party to, or otherwise interested in, any contract, transaction or arrangement with the Company or in which the Company is otherwise interested,

- (b) shall be an eligible director for the purposes of any proposed decision of directors in connection with any proposed or existing transaction or arrangement with the Company in which he is in any way directly or indirectly interested,
- (c) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- (d) may be a director or other officer of, or employed by, or a party to any contract, transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- (e) shall not (save as he may otherwise agreed), by reason of his office, be accountable to the Company for any benefit which he or anyone connected with him (as defined in Section 252 of the Companies Act 2006) derives from any such office or employment or from any such contract, transaction or arrangement or from any such interest in any such body corporate, and no such contract, transaction or arrangements shall be liable to be avoided on the ground of any such interest or benefit, nor shall the receipt of any such remuneration or benefit constitute a breach of his duty under Section 176 of the Companies Act 2006.

DIRECTORS' CONFLICTS OF INTEREST

- 9
- (1) For the purposes of this Article 9, a conflict of interest(s) includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.
 - (2) The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation which would, if not authorised, involve a director (an "Interested Director") in an infringement of his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (such matter or situation being referred to below as a "Conflict").
 - (3) An Interested Director seeking authorisation in respect of a Conflict shall declare to the other directors the nature and extent of his interest in a Conflict as soon as reasonably practicable. The Interested Director shall provide the other directors with such details of the relevant matter as necessary for the other directors to decide how to address the Conflict, together with such other information as may reasonably be requested by the other directors.
 - (4) Any authorisation under this Article 9 shall only be effective if —
 - (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the

directors under the provisions of the Articles or in such other manner as the directors may determine,

- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the Interested Director, and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if his vote had not been counted.
- (5) Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently) —
 - (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine,
 - (c) provide that the Interested Director be excluded from receiving documents and information and participating in discussions (whether at meetings of the directors or otherwise) relating to the Conflict,
 - (d) provide that the Interested Director shall or shall not be an eligible director in respect of any future meeting of the directors in relation to any resolution relating to the Conflict,
 - (e) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and excuse him from reviewing papers prepared by, or for, the directors to the extent they relate to such matters, and/or
 - (f) be terminated or varied by the directors at any time, but this shall not affect anything done by the Interested Director in accordance with the terms of authorisation prior to such termination or variation.
- (6) If a Conflict is authorised pursuant to this Article 9 then the Interested Director shall not be required to —
 - (a) disclose to the directors or to any director or other officer or employee of the Company any information received by him (other than by virtue of his position as a director of the Company) relating to that Conflict, or
 - (b) use or apply any such information in performing his duties as a director, where to do so would amount to a breach of confidence.
- (7) Where the directors authorise a Conflict, the Interested Director shall conduct himself in accordance with any terms, limits and/or conditions imposed by the directors in relation to the Conflict.

- (8) A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under Section 176 of the Companies Act 2006.
- (9) A director does not require authorisation by the directors in respect of any actual or potential conflict of interest which may reasonably be expected to arise by reason only of that director also being a director of another group undertaking (as defined in section 1161(5) of the Companies Act 2006). A director is not to be regarded as infringing his duty under section 175 of the companies Act 2006 as a result of the lack of such authorisation.

RECORDS OF DECISIONS TO BE KEPT

- 10 (1) The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- (2) The immediate holding company (if any) for the time being of the company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company or by the secretary.

METHODS OF APPOINTING DIRECTORS

- 11 (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director —
- (a) by ordinary resolution, or
 - (b) by a decision of the directors.
- (2) In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) shall have the right, by notice in writing, to appoint a person (including the personal representative who is a natural person) who is willing to act and is permitted to do so to be a director.
- (3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

- (4) Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to a maximum, but shall not be less than one.

SECRETARY

12. The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

SHARES

- 13 (1) The Ordinary A and Ordinary B and Ordinary C shares will rank *pari passu* in all respects other than the payment of dividends
- (2) Subject to the provisions of the Companies Act 2006, all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms and conditions as they think proper; up to a maximum of 1000 shares per class for a period of five years from the date of incorporation.
- (3) The directors shall, in accordance with section 570 of the Companies Act 2006, be empowered to exercise the powers given to them in paragraph (2) of this article as if section 561 of the same Act did not apply to any allotment of equity securities (as defined in section 560 same Act) made under those powers.

PROHIBITED TRANSFERS

- 14 Notwithstanding any other provision of these articles, no transfer of any Share shall be registered if it is to any minor, undischarged bankrupt, or person of unsound mind.

TRANSMISSION OF SHARES

15. Article 27(3) of the Model Articles shall be amended by the insertion of the words "subject to the provisions of Article 10(2) after the word "But"

TRANSMITTEES BOUND BY PRIOR NOTICES

- 16 Article 29 of the Model Articles shall be amended by the insertion of the words "or the name of any person nominated under Model Article 27(2)" after the words "transmittee's name".

PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 17 Article 30 (4) of the Model Articles shall be amended by the insertion of the words "in the class to which the dividend is being paid" after the words "by reference to each shareholder's holding of shares".

The following shall also be added at the end of Article 30:-

Subject to the provisions in Article 30 (1-7), when paying interim dividends the Directors may make payments to one or more classes of shares, to the exclusion of the other classes, or to all classes. When making such payments, the directors may differentiate between the classes to which payments are being made, as to the amount or the percentage of dividend payable.

ADJOURNMENT

- 18 Article 41(1) of the Model Articles shall be amended by inserting the following sentence at the end of the first sentence "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

VOTING: GENERAL

- 19 (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- (2) On a show of hands every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote.
- (2) In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
- (3) Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or lost or not carried by a particular majority and an entry (to that effect) in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

POLL VOTES

- 20 (1) A poll on a resolution may be demanded -
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by -
- (a) the chairman of the meeting;
 - (b) the directors;

- (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if -
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- (5) On a poll every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for every share of which he is the holder. On a poll a shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- (6) 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

CONTENT OF PROXY NOTICES

21. Article 45(1)(d) of the Model Articles shall be amended by inserting the following words "(or adjourned meeting)" after the words "general meeting".

DELIVERY OF PROXY NOTICES

22. Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of Article 45(1).

INDEMNITY

23. (1) Subject to Article 26(2), but without prejudice to any indemnity to which a relevant officer is otherwise entitled —

(a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer —

(i) in the actual or purported execution and/or discharge of his duties, or in relation to them, and

(ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 26(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

(2) This Article 26 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

INSURANCE

24 The directors may decide to purchase and maintain insurance at the expense of the Company for the benefit of any relevant officer in respect of any relevant loss.