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SPE *S714LDE9* 06/03/2018 #59
COMPANIES HOUSE

The Companies Act 2006

Private Company Limited by Shares

Articles of Association of Knightsbridge Central (8) Limited

Company Number:

1 Preliminary

- 1 1 The Regulations contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 and as otherwise amended prior to the adoption of these Articles (such Regulations being hereinafter called "Model Articles") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- 1 2 In these Articles the expression "the Act" means the provisions of the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force

2 Directors meetings

- 2 1 Regulation 9(4) of the Model Articles shall be amended so that the second sentence is deleted and replaced by the following wording "Where such notice of waiver is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it "

3 Conflicts of interest

- 3 1 Regulation 14(3) of the Model Articles shall be deleted and the following wording inserted in its place

"(3) This paragraph applies when-

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (c) the directors authorise the conflict in accordance with section 175(5), or
- (d) the director's conflict of interest arises from a permitted cause "

4 Termination of director's appointment

- 4 1 A new sub-paragraph (g) shall be inserted after sub-paragraph (f) of Regulation 18 of the Model Articles in the following terms

"(g) he is, without the permission of the directors, absent for more than six consecutive months from meetings of directors held during that period and the directors resolve that his office be vacated "

5 Waiver of Distributions

- 5 1 Regulation 35 of the Model Articles shall be amended so that the words "in writing" in the first sentence of that Regulation shall be deleted and replaced with the words "by way of a deed"

6. Participation in Proceedings of Directors

- 6 1 A director may participate in a meeting of the directors or of a committee of which he is a member by telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum