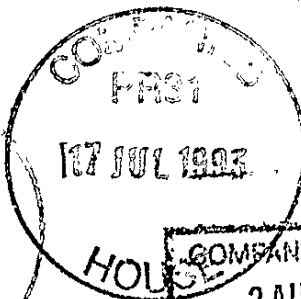




COMPANIES HOUSE



691



This form must be completed for all 'Place of Business' registrations. (See note below for re-registration from a 'Branch')

This form should be completed in black

**Return and declaration delivered for registration of a place of business of an overseas company**

(Pursuant to section 691 of the Companies Act 1985)

Previous branch number  
(if applicable)

Company name

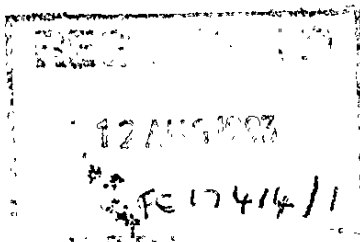
Country of incorporation

FC17414

For official  
use only

SHIRAYAMA SHOKUSAN  
KABUSHIKI KAISHA  
JAPAN

Address of place of business in  
Great Britain



RIVER SIDE BUILDING  
BELVEDERE ROAD

Post town LONDON

County / Region

Postcode SE1 7PE

Constitution of the company

(See notes 1 and 2)  
(A certified English translation must  
be included)

\* Delete as applicable

# Mark appropriate box(es)

Either

A certified copy of the



Instrument(s) constituting or defining the constitution of  
the company; and



A certified translation

\* is/are delivered for registration

attached herewith

OR

The company must deliver  
certified copies of its  
constitutional documents  
(with certified translations),  
and the particulars of the  
company's directors and  
secretary.

However, if the company is  
closing a branch registration  
and effecting a place of business  
registration, it may rely on the  
documents or the particulars of  
the directors and secretary  
previously filed in  
that part of Great Britain, provided  
any relevant alterations to those  
documents have been updated  
on the register.

The



The constitutional documents (and a certified translation \*)

\* and / or



Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company  
registered at this registry

Branch Number

**Directors** (See notes 3, 4 and 5)Name **\*Style/Title**

Forenames

Surname

**\*Honours etc**

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

CHAIRMAN

TAKASHI

SHIRAYAMA

**AD**5-29 SHIRAYAMA  
NISHINOMIYA CITY

Post town

County/Region

HYOGO PREFECTURE

Postcode

Country

JAPAN

**DO**

180847

Nationality

**NA**

JAPANESE

**OC**

X COMPANY DIRECTOR

**OD**

Name

**\*Style/Title**

Forenames

Surname

**\*Honours etc**

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

DIRECTOR

MIYAKO

SHIRAYAMA

**AD**5-29 SHIRAYAMA  
NISHINOMIYA CITY

Post town

County/Region

HYOGO PREFECTURE

Postcode

Country

JAPAN

**DO**

060848

Nationality

**NA**

JAPANESE

**OC**

Y COMPANY DIRECTOR

**OD****\* Voluntary details**

## Company Secretary(ies)

(See notes 4 and 6)

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

### Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<input type="checkbox"/> CS		
	NONE	
<input type="checkbox"/> AD		
	Post town	
	County/Region	
	Postcode	Country

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

### Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<input type="checkbox"/> CS		
<input type="checkbox"/> AD		
	Post town	
	County/Region	
	Postcode	Country

## Person(s) authorised

List of some one or more  
persons resident in Great  
Britain authorised to accept  
on the company's behalf  
service of process and any  
notice required to be  
served on it.

\*Style/Title  
Forenames  
Surname  
Address

NONE	
MASAKAZU	
OKAMOTO	
13 ENNERDALE ROAD	
KEW, RICHMOND	
Post town	
County/Region	SURREY
Postcode	TW9 3PG

\*Voluntary details

**Person(s) authorised** (continued)

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it.

\*Style/Title

Forenames

Surname

Address

\_\_\_\_\_

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Post town \_\_\_\_\_

County/Region \_\_\_\_\_ Postcode \_\_\_\_\_

\*Style/Title

Forenames

Surname

Address

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Post town \_\_\_\_\_

County/Region \_\_\_\_\_ Postcode \_\_\_\_\_

\*Style/Title

Forenames

Surname

Address

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\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_ Postcode \_\_\_\_\_

\*Style/Title

Forenames

Surname

Address

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_ Postcode \_\_\_\_\_

\*Voluntary details

Full name and address

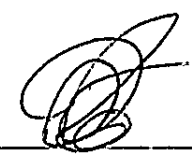
<sup>†</sup>delete as applicable

I MASAKAZU OKAMOTO  
of (address) 13 ENNERDALG ROAD, KEW,  
RICHMOND, SURREY, UNITED KINGDOM

a <sup>†</sup>director/<sup>†</sup>secretary/<sup>†</sup>person authorised to accept on the company's behalf  
service of process or any notices required to be served on it, do solemnly and  
sincerely declare that the company established its place of business in Great  
Britain on

13 01 93  
(enter date)

and I make this solemn declaration conscientiously believing the same to be true  
and by virtue of the provisions of the Statutory Declarations Act 1835.

Signed 

Declared at 13 ENNERDALG ROAD,  
KEW, RICHMOND, SURREY,  
UNITED KINGDOM

the 13<sup>th</sup> day of JULY 1993  
one thousand nine hundred and NINETY THREE

before me M. Adges

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
having the powers conferred on a Commissioner for Oaths. (See note 8)

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information on this form?

M. OKAMOTO  
13 ENNERDALG ROAD, KEW,  
RICHMOND, SURREY Postcode TW9 3PG  
Telephone 081-940-6149 Extension

Please ensure the form is fully  
completed and then send it to  
the Registrar of Companies at  
(See note 9)

Companies House, Crown Way, Cardiff CF4 3UZ  
for companies establishing a place of business in England and Wales.  
Companies House, 100-102 George Street, Edinburgh EH2 3DJ  
for companies establishing a place of business in Scotland.

# APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN

This public document

2. has been signed by Hiraku Ikoma

3. acting in the capacity of Notary Public of the Osaka Legal  
Affairs Bureau

4. bears the seal/stamp of Hiraku Ikoma, Notary Public

Certified

5. at Osaka

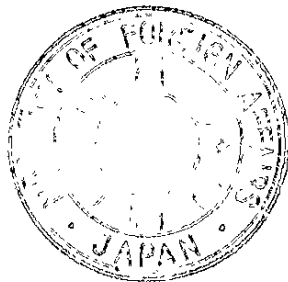
6. JUL - 9. 1993

7. by the Ministry of Foreign Affairs

8. No. 00431

9. Seal/stamp:

10. Signature:



*Masahiro Fukuda*

R17414 12

Masahiro Fukuda  
For the Minister for Foreign Affairs

0000000053

1130

嘱託人白山隆は、本職の面前でこの証書に署名した。\_\_\_\_\_

よって、これを認証する。\_\_\_\_\_

平成5年 7月 7 日本職役場において  
大阪市浪速区元町壱丁目壱番八号  
(三協ビル内)

大阪法務局所属

公証人

哇 剋 隆



Registered No, 5-217

NOTARIAL CERTIFICATE

This is to certify that TAKASHI SHIROYAMA has affixed  
signature in my very presence to the attached document.

Dated this JUN. - 7. 1993



14, 9Koma

HIRAKU IKOMA

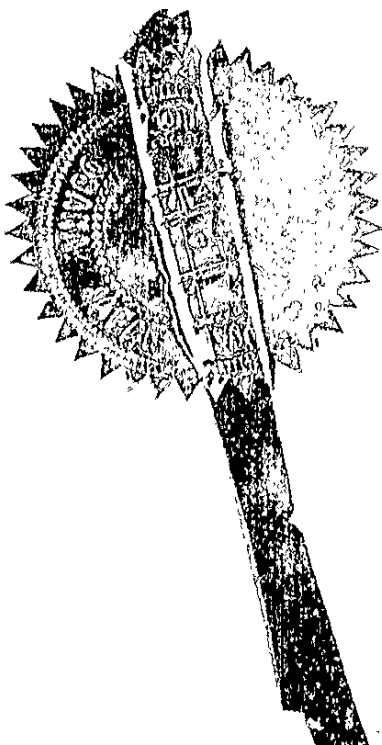
NOTARY

Osaka Legal affairs Bureau

11-8, 1-Chome,

Motomachi, Naniwaku,

Osaka, Japan



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110000

総第 1275 号

証 明

大阪法務局所属公証人 生 駒 啓

平成 5 年 7 月 7 日付

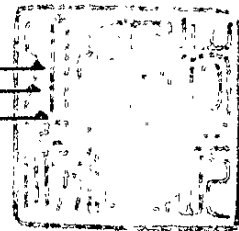
平成 5 年登簿第 217 号

この認証の付与は、在職中の公証人が  
その権限に基づいてしたものであり、  
かつ、その押印は、真実のものであるこ  
とを証明する。

但し、公証人の欧文証明は省略する。

平成 5 年 7 月 9 日  
平成 年 月 日

大阪法務局長 久末洋三





ARTICLES OF INCORPORATION

OF

SHIRAYAMA SHOKUSAN KABUSHIKIKAISHA

ARTICLE 1

GENERAL BY-LAWS

(Name)

Section 1. The name of the corporation is  
SHIRAYAMA SHOKUSAN KABUSHIKIKAISHA

(Purpose)

Section 2. The purpose of this corporation is to engage in  
the following business activities:

1. Lease, rental, investigation and survey of  
real properties.
2. Appraisal of real properties.
3. Brokerage of real properties.
4. Agency for liability insurance and  
automobile insurance in accordance with  
applicable rules and regulations.
5. Management of automobile parking facilities.
6. Holding stocks, bonds, and securities.
7. Management of various sports and athletic  
facilities including golf courses.
8. Restaurant business.
9. Any other activities incidental to the  
pursuit of the above listed activities.

Section 3. In order to perform business activities listed in the previous section, the corporation shall, if necessary, enter into joint ventures with other business entities and/or own shares of other corporations and/or become a limited partner of other business entities.

(Principal office address)

Section 4. The corporation shall have its principal office in Osaka-city, and it shall establish branch offices, liaison offices, and representative offices in other locations as it deems necessary.

(Public notice)

Section 5. Public notices of this corporation shall be published on the official gazette published by the Government.

## ARTICLE 2

### SHARES

(Total number of shares)

Section 6. The total number of shares this company is authorized to issue is 2,500,000 shares.

(Par value)

Section 7. Par value of a share is ¥100.

(Types of share certificate)

Section 8. All of the share certificates of this corporation shall have the name of the shareholders printed on them. There shall be 6 types of certificates, namely, 1 share, 10 share, 50 share, 100 share, 500 share, and 1000 share certificates.

(Restrictions on transfer of shares)

Section 9. Any transfer of shares must be approved by the board of directors.

(Change of shareholder's name on the certificate)

Section 10. In order to apply for a change of shareholder's name on the certificate, the applicant must submit the share certificate along with a designated form with his name and stamp on it.

(2) In case a person obtains shares by ways other than by transfer, he must, by the demand of the corporation, submit a written explanation of how he obtained the shares along with the certificate.

(Registration of mortgage and recording shares held in trust)

Section 11. In order to register or record the fact that shares are mortgaged or that shares are held in trust, a designated application form, properly filled, signed and sealed, must be submitted to the corporation with the share certificate.

Same procedures must be followed to eliminate such record or registration.

(Reissuance of share certificates)

Section 12. If share certificates must be reissued because old certificates are destroyed, or shares must be divided or combined, a designated application form properly filled, signed and sealed must be submitted along with the old certificates.

- (2) If old certificates are lost, a designated application form properly filled, signed and sealed must be submitted along with a court decision voiding the old lost certificates.

(Fees)

Section 13. The corporation may charge fees for reissuance of certificates, registration or elimination of mortgage, recording or elimination of the fact that the certificates are held in trust.

(Names and Addresses of shareholders)

Section 14. Shareholders of this corporation and registered mortgagees or their legal representatives and/or agents must register their names addresses and seals with this corporation using designated forms. Any change of names, addresses, and seals must also be registered in the same manner.

- (2) Shareholders and mortgagees living abroad must designate shareholders living in Japan as their agents.

(Closing of the list of shareholders)

Section 15. This corporation shall close its list of shareholders starting from the day after the closing date of a fiscal term till the last day of the regularly scheduled shareholders' meeting. The shareholders' list shall also be closed from the date of notice of special shareholders' meeting till the end of that meeting.

(2) Other than on above listed occasions, if necessary, the corporation shall close its shareholders' list by giving public notice in advance.

### ARTICLE 3

#### SHAREHOLDERS' MEETING

(Summons of shareholders' meeting)

Section 16. Regular shareholders' meeting shall be summoned on May of every year, and special shareholders' meetings shall be summoned if deemed necessary.

(Chairman)

Section 17. The President of the corporation shall be the chairman of the shareholders' meeting. If the President cannot attend the meeting, a director shall act as the chairman on his behalf.

(Manners of resolution)

Section 18. Resolutions of a shareholders' meeting, unless otherwise specified by law, shall be resolved by the vote of the majority shareholders attending the meeting. If same number of votes are casted for and against a resolution, the chairman shall resolve the matter.

(Proxy vote)

Section 19. A shareholder can only assign his proxy vote to other shareholders of this corporation.

#### ARTICLE 4

#### DIRECTORS, AUDITORS, AND BOARD OF DIRECTORS

(Number of directors and auditors)

Section 20. The maximum number of directors of this corporation shall be 7, and the maximum number of auditors shall be 3.

(Election of directors and auditors)

Section 21. The directors and auditors of this corporation shall be elected by the majority vote at a shareholders' meeting in which shareholders attending the meeting own at least one third of the total outstanding shares.

(2) For the election of shareholders, cumulative votes may not be used.

(3) With respect to the auditors, the Board of directors may by resolution, elect a permanent auditor.

(Terms of directors and auditors)

Section 22. The term of a director or an auditor shall terminate at the end of the regular shareholders' meeting which is held in the last fiscal term within the 2 year period from the time of his appointment.

- (2) The term of a director or auditor who replaced a retired director or auditor shall terminate at the same time as the retired director or auditor he replaced.

(Summons of Board of directors' meeting)

Section 23. Notice of summons of Board of directors' meeting shall be given on 3 day's notice. However, in case of emergency, the corporation may summon without the 3 day notice.

- (2) Resolutions of a Board of directors' meeting shall be resolved by the majority vote of the attending directors. If same number of votes are cast for and against a resolution, the chairman shall resolve the matter.

(Chief executive director, senior managing director, and managing directors)

Section 24. This corporation shall elect a President, several senior managing directors, and several managing directors from the corporation's directors by resolutions of the Board of directors' meeting.

- (2) The President shall represent the corporation as the chief executive director.
- (3) Besides the President, the Board of directors may, by resolution elect a director to represent the corporation.



(Execution of duties)

Section 25. The President shall superintend business affairs of the corporation, and the senior managing directors and managing directors shall assist the President by allotment.

(2) If the President cannot perform his duties due to an accident, the director next in order as previously agreed by the board of directors shall replace him.

(Compensation and retirement reward)

Section 26. The amount of compensation and retirement reward of the directors and auditors shall be decided by the resolutions of the shareholders' meeting.

## ARTICLE 5

### ACCOUNTING

(Fiscal year)

Section 27. Fiscal year of this corporation shall be from the 1st day of April to the last day of March of the following year.

(Dividends)

Section 28. Dividends shall be distributed to the shareholders and mortgagees who are listed on the shareholders' list of that fiscal year.

(2) The corporation shall be free from obligations to pay dividends and any other monies distributable, if the claimant does not claim his share within 3 years from the time of the offer by the corporation.

Date of revision

April 25, 1929	revised
April 20, 1939	"
April 26, 1940	"
April 28, 1948	"
February 10, 1950	"
June 15, 1951	"
December 12, 1951	"
January 23, 1953	"
April 30, 1954	"
May 31, 1956	"
May 27, 1958	"
March 28, 1959	"
January 18, 1967	"
May 29, 1969	"
February 13, 1973	"
May 29, 1975	"
July 25, 1975	"
August 25, 1975	"
September 25, 1975	"
October 25, 1975	"
May 29, 1976	"
August 1, 1979	"

ARTICLES OF INCORPORATION  
OF  
SHIRAYAMA SHOKUSAN KABUSHIKIKAISHA

I certify that this is a true and accurate translation of  
the aforementioned articles of incorporation.

JUN. - 7, 1993

A handwritten signature in cursive script, appearing to read 'T. Shirayama', written in dark ink.

Takashi SHIRAYAMA, President



# **CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY**

(Establishment of a place of business)

Company No.      FC017414

The Registrar of Companies for England and Wales hereby certifies that

**SHIRAYAMA SHOKUSAN KABUSHIKIKAISHA**

has this day been registered under Section 691 of the Companies Act 1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 12th August 1993

*H. G. Peel*

For The Registrar Of Companies



**C O M P A N I E S   H O U S E**