

No. 00011298

THE COMPANIES ACT 2006

THURSDAY



A19 *A45F5NQJ* 16/04/2015 #54
COMPANIES HOUSE

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

-of-

IBSTOCK BRICK CATTYBROOK LIMITED

(THE "COMPANY")

Circulation Date: 10 April 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the above-named company propose that the following resolutions (the "**Resolutions**") are passed by the sole eligible member of the Company, who at the Circulation Date of these Resolutions is entitled to vote on the Resolutions

We, the undersigned, being entitled as at the Circulation Date, to attend and vote at general meetings of the Company, RESOLVE THAT the following resolutions be passed as written resolutions having effect as ordinary resolutions of the Company

SPECIAL RESOLUTIONS

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT, pursuant to section 21 of the Companies Act 2006, the articles of association appended to this resolution as Annex 1 be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

ORDINARY RESOLUTIONS

1. APPROVAL OF FINANCE DOCUMENTS

THAT the execution, delivery and performance of the following documents to which the Company is a party and all other related documents by the Company is likely to promote the success of the Company for the benefit of its members as a whole and is also to its commercial benefit, and the terms thereof and the transactions contemplated thereby are therefore approved

- 1.1 a debenture proposed to be entered into between, among others, the Company and U.S. Bank Trustees Limited as security agent (the "**Debenture**"), and

1.2 a certificate of the Company to be signed by a Director, certifying and confirming certain matters set out therein (the "**Directors' Certificates**"),

(together the "**Finance Documents**")

2. **THAT** notwithstanding anything in the Company's articles of association or any personal interest

2.1 the terms of and the transactions contemplated by, and the execution, delivery and performance of, the Finance Documents are in the best interests of the Company and to its commercial benefit and are hereby approved and authorised

2.2 notwithstanding anything in the Company's articles of association or any personal interest of any of the Company's Directors, the Directors of the Company be and are hereby authorised to approve or ratify the terms of, and cause the execution, delivery and performance of, the Finance Documents with such amendments to them as they shall in their absolute discretion think fit

The undersigned, being the person(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



Date of signature 10 April 2015

For and on behalf of Istock Brick Limited

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy, by e-mail, by fax or in electronic form. Once you have indicated your agreement to the Resolutions, you may not revoke it.
2. If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you failed to reply.
3. If by the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date. The agreement of a member to these resolutions is ineffective if signified after this date.
4. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

No. 00011298

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

-of-

IBSTOCK BRICK CATTYBROOK LIMITED

(the "Company")

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolutions (the "**Resolutions**"), a copy of which is attached, was passed by or on behalf of the sole member of the Company who, at the date of the circulation of the resolutions, was entitled to attend and vote at a general meeting of the Company
2. The Resolutions were signed by or on behalf of the last member on *10 April* 2015



Director/~~Secretary~~

A19

16/04/2015
COMPANIES HOUSE

#55

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 10 April 2015)

- of -

IBSTOCK BRICK CATTYBROOK LIMITED

(Company No. 00011298)

(the “Company”)

1 Introduction and Definitions

- 1 1 In these Articles, the following words and expressions shall have the following meanings
- (a) “**Model Articles**” means the Model Articles for Private Companies Limited by Shares, as set out in Schedule 1 to the Companies (Model Articles) Regulations (SI 2008/3229),
 - (b) the “**Act**” means the Companies Act 2006, including any statutory modification, replacement or re-enactment of such Act from time to time in force, and
 - (c) the “**Parent**” means the corporation (if any), which is the registered holder for the time being of the entire issued share capital of the Company for the time being
- 1 2 The articles contained in the Model Articles shall apply to the Company, save to the extent that they are varied or excluded by, or are inconsistent with the following Articles, and together such Articles shall comprise the Articles of Association. Save as expressly set out in this Article 1 2, no regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of the Company
- 1 3 A reference in this document to “**MA Article 1**” shall be to article 1 of the Model Articles. References to other articles of the Model Articles shall be made accordingly, save that the numbering of such references shall correspond to the numbering of the relevant provision of the Model Articles
- 1 4 The following Model Articles shall not apply to the Company: MA Articles 7 and 8, MA Article 9(1) to 9(3), MA Articles 10 and 11, MA Article 13, MA Articles 14 to 18 inclusive, MA Articles 20 to 22 inclusive, MA Article 25, MA Article 26(5), MA Article 28, MA Article 44(1)(a), MA Article 48, and MA Article 52

2 Issue of New Shares

- 2 1 No share or beneficial interest in a share shall be issued or allotted to any person other than to the Parent or to such other person as shall have been approved by the Parent in writing
- 2 2 For the avoidance of doubt, the directors shall not be permitted to exercise any right to issue shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with the provisions of section 550 of the Act, save to the extent that they have the prior written consent of the Parent
- 2 3 Subject to both Articles 2 1 and 2 2 and to the provisions of sections 549 and 551 of the Act, the directors of the Company may allot, grant options over or otherwise dispose of shares in the Company to such persons at such times and generally on such terms and conditions as they think proper

3 Transfer of Shares

- 3 1 The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent in writing, the transfer by any other person of any share in the Company. The directors shall not register a transfer in any other circumstance
- 3 2 Notwithstanding anything contained in these Articles the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer

(a) is executed in favour of

- (i) any bank (a "**Bank**") or institution or to a trust, a fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) (an "**Institution**") or any third party purchasing such shares in relation to an enforcement of such charge or mortgage (a "**Relevant Third Party**" and together with any "**Bank**" or "**Institution**", a "**Secured Third Party**") or an agent or trustee for any Bank or Institution where a security interest has been or is purported to be granted over those shares (each a "**Security**") that benefits a Bank or Institution, and/or

- (ii) a company or other entity to whom such shares are transferred at the direction of a Secured Third Party and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security, or

- (b) is delivered to the Company for registration in order to perfect or protect any Security of a Secured Third Party, or
- (c) is executed by a Secured Third Party or Receiver pursuant to a power of sale or other such power under any Security

A certificate by any official of such Bank or Institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact

- 3 3 Model Article 26(1) shall be modified by the inclusion of the words "Subject to Article 3 1 of the Articles" at the beginning of that Article

4 Proceedings at General Meetings

- 4 1 Subject to Article 4 2, two persons present who are entitled to vote upon the business to be transacted shall be a quorum, each being a member or a proxy for a member or a duly authorised representative of a corporation

- 4 2 At such times as the Company has only one member, one person entitled to vote upon the business to be transacted shall be a quorum, being the sole member or a proxy for the sole member or a duly authorised representative of a corporation which is the sole member

- 4 3 At such times as the Company has only one member and that member takes a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, such member shall (unless his decision is taken by way of written resolution) provide the Company with a written record of that decision

5 Number of Directors

Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one

6 Delegation of Directors' Powers

- 6 1 The directors may delegate any of their powers to committees consisting of one or more directors or other persons, provided that the Parent has given its prior written consent MA Article 5(1) shall be modified accordingly

- 6 2 Any reference in these Articles to a committee of directors or to a director as a member of such a committee shall only refer to a committee as constituted under and in accordance with Article 6 1

7 Appointment and Removal of Directors

- 7 1 The Parent may by memorandum in writing at any time and from time to time to appoint any person who is willing to act as a director of the Company and is permitted by law to do so either to fill a casual vacancy or as an additional director, or to remove any director from office Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors Such appointment or removal shall take effect directly upon such delivery or production of the memorandum or at such later time (if any) specified in such memorandum

7 2 Without prejudice to the provisions of Article 7 1, any person who is willing to act as a director and is permitted by law to do so may be appointed as a director of the Company either

- (a) by ordinary resolution of the members, or
- (b) by a resolution of the directors

7 3 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (f) that person is absent from meetings of directors for nine months without permission and the directors have resolved that that person should cease to be a director, or
- (g) he is removed in accordance with Article 7 1

8 Directors' Decision Making

8 1 (a) The directors may take decisions either at a duly convened and quorate meeting of the board of the Company or by means of a directors' written resolution

(b) A resolution proposed at a meeting of the board of the Company shall be passed when a majority of the directors who are present and who are entitled to vote on the resolution in question have voted in its favour

(c) A resolution proposed by means of a directors' written resolution shall be passed when all of the directors who are entitled to vote have voted in favour of the resolution

8 2 (a) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum

- (b) The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number. A sole director shall have authority to exercise all powers and discretions vested in the directors.
 - (c) Any director or alternate director may validly participate in a meeting of the board of directors through the medium of telephone conference, video conference or any other similar form of communication equipment or medium, provided that all directors or alternate directors participating in the meeting are able to communicate to the other directors any information or opinions that they may have on any particular item of the business to be considered at the meeting.
 - (d) Any director or alternate director who participates in a meeting in the manner set out in Article 8.2(c) shall be deemed to be present in person at the meeting and shall be counted in a quorum and shall be entitled to vote.
 - (e) Subject to the Act, all business transacted in such manner by the board or a committee of the board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the board or a committee of the board irrespective of where the directors are and how they communicate with each other. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
 - (f) Without prejudice to the obligation of each director to declare an interest in accordance with the Act, a director may vote at a meeting of the board or a committee of the board on any resolution concerning a matter in which he has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty. Having so declared any such interest or duty he may have, the director shall be counted in the quorum present when any such resolution is under consideration, and if he votes on such resolution his vote shall be counted.
- 8.3 (a) Any director may call a meeting of the board. The company secretary (if any) must call a meeting of the board, if a director so requests. A meeting of the board is called by giving notice of the meeting to the directors.
- (b) Notice of any meeting of the board must indicate the proposed date, time and location of the meeting, and if it is anticipated that the directors participating in the meeting will not be in the same place, the notice should state how it is proposed that they should communicate with each other during the meeting. Notice of a meeting of the board must be given to each director, but need not be in writing.
- 8.4 A director shall be entitled to propose a matter to the other directors by circulating a directors' written resolution. The company secretary (if any) must propose and circulate a written resolution to the directors, if requested to do so by any director.
- 8.5 Notice of a proposed directors' written resolution must be given in writing to every director and must indicate both the resolution that is being proposed and the time by which it is proposed that the directors should approve the resolution. A resolution is

passed as a directors' written resolution when all of the directors who would have been entitled to vote on the resolution at a meeting of the directors, have signed a copy of such resolution or have otherwise approved such resolution in writing

- 8 6 A director may waive his entitlement to notice of any directors' written resolution either prospectively or retrospectively. Where notice is so waived, the validity of the directors' written resolution shall not be called into question on the grounds that notice was not given to that director
- 8 7 A directors' written resolution that is signed or approved by an alternate director need not also be signed or approved by the director who appointed him and vice versa
- 8 8 All acts done by any meeting of directors, or of any committee or sub-committee of the directors, or by any person acting as a member of any such committee or sub-committee, shall as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in the appointment of any director or any such persons, or that any such persons were disqualified or had vacated office, or were not entitled to vote
- 8 9 The board must ensure that the Company keeps a record, in writing, of every majority decision taken by the directors and of every directors' written resolution for at least 10 years from the date of the decision or resolution

9 Directors' Interests

- 9 1 Subject to the provisions of the Act, and provided that he has disclosed to the other directors the nature and extent of any material interest of his, a director may notwithstanding his office
- (a) may be a party to, or otherwise interested in, any existing or proposed transaction or arrangement with the Company or in which the Company is otherwise interested,
 - (b) may be a director or other office or, or employed by, or a party to any existing or proposed transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Companies is otherwise interested, and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 9 2 For the purposes of Article 9 1
- (a) a general notice to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any existing or proposed transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and

- (b) an interest in which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an Interest of his

10 Alternate Directors

- 10 1 A director other than an alternate director, may appoint another director to be an alternate director, and may remove from office any alternate director so appointed
- 10 2 An alternate director may be appointed or removed by notice in writing to the Company, or in any other manner approved by the board from time to time Any notice of appointment or removal shall be signed by the director making or revoking the appointment The notice must identify the proposed alternate director clearly and must state when the appointment or termination of appointment is to take effect
- 10 3
 - (a) An alternate director shall automatically cease to be an alternate director, if his appointor ceases to be a director
 - (b) The appointment of an alternate director shall also cease automatically upon the occurrence of any event which, if he were a director, would cause him to vacate office
- 10 4
 - (a) An alternate director has the same rights, in relation to any board meeting or directors' written resolution, as the alternate's appointor
 - (b) Except as otherwise provided in these Articles, alternate directors
 - (i) are deemed for all purposes to be directors of the Company,
 - (ii) are liable for their own costs and omissions,
 - (iii) are subject to the same restrictions as their appointors, and
 - (iv) are not deemed to be agents of or for their appointors
 - (c) A person who is an alternate director but not a director may be counted for the purposes of determining whether a quorum is present at a meeting of the Board If an alternate director is himself a director or shall attend a board meeting as an alternate for more than one director, his voting rights shall be cumulative, but he shall not be counted more than once for the purposes of the quorum
 - (d) A person who is an alternate director but not a director may sign a written resolution (but only if it is not signed or to be signed by that person's appointor
 - (e) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director, except such part of the alternate appointor's remuneration as the appointor may direct by notice in writing made to the Company

11 Change of Name

- 11 1 The Parent may by memorandum in writing at any time and from time to time direct that the name of the Company be changed. Such a memorandum must be signed by or on behalf of the Parent and must be delivered to the registered office or produced to a meeting of the directors.
- 11 2 Directly upon receipt of such notice (or otherwise as directed by the Parent), the directors shall, or shall procure, that notice of such proposed change of name shall be given to the Registrar of Companies in accordance with the provisions of section 79 of the Act, together with the appropriate fee.

12 Secretary

If the Company is required by the Act to have a secretary, or if the Company is not so required but the directors decide that the Company should have a secretary, the secretary shall be appointed by the directors for such term, at such remuneration and upon such other conditions as they may think fit, and any secretary so appointed may be removed by them.

13 Indemnities and Insurance

- 13 1 Any indemnity provided by or pursuant to this Article shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. For the avoidance of doubt, this Article does not allow any indemnity to be granted which is more extensive than is permitted by the Act.
- 13 2 With the written consent of the Parent, the Company may indemnify any person who is a director or other officer (other than an auditor) of the Company out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.
- 13 3 With the written consent of the Parent, the Company may indemnify any person who is a director of a company or that is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme.
- 13 4 With the written consent of the Parent, 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 (other than an auditor) of the Company or of any associated company (as defined in section 256 of the 2006 Act) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company.
- 13 5 With the written consent of the Parent, the directors may, subject to the provisions of the Act, exercise the powers conferred on them by section 205 of the 2006 Act to
- (a) provide funds to meet expenditure incurred or to be incurred in defending proceedings referred to in that section, or
 - (b) take any action to enable such expenditure not to be incurred.

14 Communications

- 14.1 Any notice, document or information to be given to or by any person pursuant to these Articles or otherwise by the Company to a member (other than a notice calling a meeting of the directors or a committee of the directors) shall be in writing or shall be given in electronic form or, in the case of a notice, document or information sent by the Company to a member, by publication on a website subject to and in accordance with the Act
- 14.2 A notice, document or information given by means of publication on a website is deemed to have been given when (i) the notice, document or information was first made available on the website, or (ii) if later, when notification that the notice, document or information was available on the website was received or deemed received