

Company No. 353351

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HARRODIAN TRUSTEES LIMITED
(Passed on 6th February 1996)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 87/135 Brompton Road, London SW1X 7XL on 6th February 1996 at 8.15 a.m. the following Resolution were passed as Special Resolution of the Company:-

SPECIAL RESOLUTION

That the Company adopt new Articles of Association in the form annexed hereto and initialled by the Chairman."

.....
CHAIRMAN

RE-SCAN



20.02.04-42

Company No. 353351

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The Companies Acts

PRIVATE COMPANY LIMITED BY SHARES

AMENDED¹
ARTICLES OF ASSOCIATION

of

HARRODS GROUP TRUSTEES LIMITED²

DEFINITIONS

1. In these Articles and the applicable regulations of Table A (as defined below) the following words and expressions have the meanings set opposite them:

"Act" the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference

¹ The Memorandum of Association was amended by Special Resolution dated 6th February 1996.

² The name of the company was changed from Harrodian Trustees Limited by Special Resolution dated 6th February 1996.

"Act"	the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
"Committee"	a committee of the board of directors of the Company duly appointed pursuant to these Articles
"Pensions Act"	The Pensions Act 1995 and any reference herein to any provision of the Pensions Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
"Statutes"	every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company
"Table A"	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985
"these Articles"	these articles of Association as originally adopted or as altered from time to time

Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

SHARE CAPITAL

3. Subject to the provisions of the Act the shares comprising the initial share capital of the company and all securities convertible into shares shall for a period of five years from the date these Articles are adopted be at the disposal of the directors, who may during such period allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper. Sections 89(1), 90(1) to (5) and 90(6) of the Act shall not apply to the company.

LIEN

4. Regulation 8 of Table A shall be read and construed as if the words "(not being a fully paid share)" were deleted therefrom and the company shall, in addition to the lien conferred by the said Regulation, have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company

PROCEEDINGS AT GENERAL MEETINGS

5. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were deleted

MEMBER NOMINATED DIRECTORS

6. These Articles shall operate subject to Sections 18 to 21 of the Pensions Act concerning the numbers and method of selection of directors and any regulations made under those sections.

APPOINTMENT OF DIRECTORS

7. Subject to Article 6 the directors shall (except in the case of the first directors) be appointed and shall be subject to removal from office by the company in general meeting or by instrument in writing signed by or on behalf of the holders of a majority of shares for the time being issued and entitling the holders thereof to attend and vote at general meetings of the

company. Every appointment or removal of a director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the company. Regulations 78 and 79 of Table A shall not apply

DISQUALIFICATION AND REMOVAL OF DIRECTORS

8. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is prohibited or suspended from acting in the office by the Pensions Act or any body exercising powers conferred by the Pensions Act; or"

and the addition of the following paragraph (f)

"(f) he is otherwise duly removed from office"

RETIREMENT OF DIRECTORS

9. No director shall vacate his office or be required to retire by reason of his having attained any particular age and the provisions of Section 293(2) to (6) of the Act shall not apply
10. Regulations 73 to 80 inclusive of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

11. In the case of an equality of votes at a meeting of directors or of a committee of directors the chairman shall not have a second or casting vote. The fifth sentence of Regulation 88 of Table A shall not apply
12. Subject to the provisions of these Articles the continuing directors or a sole continuing director may act notwithstanding any vacancy in their body. Regulation 90 of Table A shall not apply
13. Subject to the provisions of these Articles a director shall be entitled to vote in respect of any transaction or arrangement in which he is interested, and if he does so his vote shall be

counted and he may be taken into account in ascertaining whether a quorum is present.
Regulations 94 to 96 of Table A shall not apply

NOTICES

14. Any notice or document may be served by the company on any member either personally or by sending it through the post in a pre-paid letter (and in the case of an address not in the Continent of Europe in a pre-paid airmail letter) addressed to such member at his address as appearing in the register of members. Any notice or other document if served by post shall be deemed to have been served at the time when the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, prepaid and posted. Regulations 112 and 115 of Table A and the words "within the United Kingdom" in Regulation 116 of Table A shall not apply

Names and Addresses of Subscribers

RICHARD WOODMAN BURBRIDGE

87/135 Brompton Road

London SW1

RICHARD GRANT WOODMAN BURBIDGE

87/135 Brompton Road

London SW1

Dated this 22nd day of May 1939

Company No. 353351

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HARRODIAN TRUSTEES LIMITED
(Passed on 6th February 1996)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 87/135 Brompton Road, London SW1X 7XL on 6th February 1996 at 8.15 a.m. the following Resolution were passed as Special Resolution of the Company:-

SPECIAL RESOLUTION

That the Company adopt the amended Memorandum of Association in the form annexed hereto and initialled by the Chairman."


.....
CHAIRMAN

COMPANIES HOUSE 13/02/96

20-204-42

C.F.B.

Company No. 353351

The Companies Acts

PRIVATE COMPANY LIMITED BY SHARES

AMENDED
M E M O R A N D U M

and

ARTICLES OF ASSOCIATION

of

HARRODS GROUP TRUSTEES LIMITED

Incorporated the 25th day of May 1939

Amended by a Special Resolution dated 6th February 1996

McKenna & Co
Mitre House
160 Aldersgate Street
London EC1A 4DD

2 Pairs.

The Companies Acts

PRIVATE COMPANY LIMITED BY SHARES

AMENDED¹
MEMORANDUM OF ASSOCIATION

of

HARRODS GROUP TRUSTEES LIMITED

1. The company's name is "HARRODS GROUP TRUSTEES LIMITED"².
2. The company's registered office is to be situated in England and Wales.

¹ The Memorandum of Association was amended by Special Resolution dated 6th February 1996.

² The name of the company was changed from Harroddian Trustees Limited by Special Resolution dated 6th February 1996.

3. The company's objects are:-

- (A) To undertake and discharge the office of trustees of any superannuation scheme, pension scheme, widows and orphans scheme, provident or pension fund, or other fund, scheme, trust, club or association, and whether contributory or non-contributory, now or at any time hereafter established or carried on solely or primarily for the benefit of employees and ex-employees of Harrods Investments plc (or any other company with which that company may for the time being be amalgamated or to or from which all or part of the business of that company may be or may have been transferred) (hereinafter called "the Principal Employer") or of any associated company of or any company controlled by the Principal Employer, or for the relations, dependants or connections of any such persons
- (B) To act in, perform and carry out all the duties, and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships from time to time held by or vested in the Company
- (C) To undertake and discharge the office of nominee for the trustee or trustees for the time being of all or any of the schemes, funds, trusts or associations mentioned in the preceding sub-clauses
- (D) To accept and undertake any appointment whether as nominee or trustee either gratuitously or otherwise
- (E) To subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in securities of any Government, State, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
- (F) To invest all money in the hands of the Company in or upon such investments, securities or property as may be thought fit
- (G) To effect insurances against losses, damages, risks and liabilities of all kinds which may affect the Company

- (H) To borrow or raise or secure the payment of money and to secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) of the Company or by the creation and issue of securities and to purchase, redeem or pay off any such mortgages, charges or securities
- (I) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their powers and/or otherwise in relation to their duties, powers of offices in relation to the Company and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
- (J) Generally to acquire and hold and to deal with, sell, exchange, mortgage, charge or otherwise dispose of, manage, develop and turn to account real and personal property of all kinds whatsoever and any interest therein
- (K) To enter into (whether with or without consideration therefore) any guarantee, contract of indemnity or suretyship
- (L) To draw, accept, make, endorse, issue and negotiate cheques, bills of exchange, promissory notes and other instruments and securities
- (M) To procure the Company to be registered or recognised in any country or place, and to obtain any provisional order or Act of Parliament or any enactment, decree, or other legislative or executive act of any State, Government, Kingdom, Colony, Province, Dominion, sovereign authority or public body, supreme, local, municipal or otherwise, for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution

- (N) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through trustees, agents, sub-contractors or otherwise
- (O) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that "securities" in this clause shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, right to subscribe or convert, or similar right or obligation, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

- 4. The liability of the members is limited.
- 5. The company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
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RICHARD WOODMAN BURBIDGE 87/135 Brompton Road London SW1 Company Director	One
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RICHARD GRANT WOODMAN BURBIDGE 87/135 Brompton Road London SW1 Company Director	One
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Dated this 22nd day of May 1939

Witness to the above signatures:-

HENRY ACTON
87 Brompton Road
London SW1

Company Secretary