

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



Company No. 353351

CHB

The Companies Acts

PRIVATE COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM

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

Pass.

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 Harrodian 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 or of 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

RICHARD WOODMAN BURBIDGE
87/135 Brompton Road
London SW1
Company Director

One

RICHARD GRANT WOODMAN BURBIDGE
87/135 Brompton Road
London SW1
Company Director

One

Dated this 22nd day of May 1939

Witness to the above signatures:-

HENRY ACTON
87 Brompton Road
London SW1

Company Secretary