

THE COMPANIES ACT 1948 TO 1967

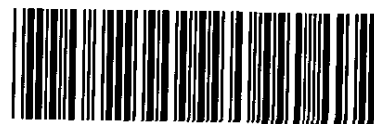
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HARLEQUIN ESTATES (TWICKENHAM) LIMITED

WEDNESDAY



R78YOUIQ
RM 27/06/2018 #49
COMPANIES HOUSE

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company, with the exception of regulations 89 to 94 inclusive and 107 and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

TRANSFER OF SHARES

2. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.
- 2(a). Regulation 24 shall be deleted. Notwithstanding any other provision of these Articles, where any mortgage, charge or other security interest ("**Security**") has been granted to any person (a "**Security Holder**") by any shareholder, the directors shall not decline to register any duly executed (and stamped if necessary) transfer of shares registered in the name of that shareholder if such transfer:
 - A. is executed by that shareholder in favour of any person; or
 - B. is executed by the Security Holder, or by any receiver or nominee appointed by the Security Holder pursuant to the Security, in favour of any person.

PROCEEDINGS AT GENERAL MEETINGS

3. At the end of regulation 5 of Part 11 of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".
4. At the end of regulation 62 the following words shall be deemed to be added, namely: "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than TWO nor more than TEN. Section 185 of the Companies Act, 1948, and paragraphs (a) and (f) of regulation 88 shall not apply to the Company.
6. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

7. Regulations 108 and 109 shall be read and construed as if the references to a managing director therein were references to any Director appointed to any executive office under the last preceding article.
8. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with Section 399 of the Act shall be entitled to vote in respect of such contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.
9. A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.
10. At the end of regulation 106 the following words shall be deemed to be added; namely: "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the directors so entitled".

ALTERNATE DIRECTORS

11. Any Director may at any time appoint any person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors as if he were a Director. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director (including where appropriate those of Chairman of the Directors) in the absence of such appointor. *An alternate Director shall, ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director.* An alternate Director shall not be counted in reckoning the maximum number of Directors allowed for the time being by the Articles of Association. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

BORROWING POWERS

12. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, the proviso to regulation 79 shall not apply.

ACCOUNTS

13. At the end of regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

- 14(a). The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the ordinary shares of the Company or their nominees in proportion to the amounts paid upon the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on

any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in one way and partly in the other; and the Directors shall give effect to any such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

- 14(b). Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

LIENS

15. Regulations 11, 12, 13 and 14 shall not apply to the Company.