

Companies Act
Written Resolutions
of

TUESDAY



NPS Property Consultants Limited

Company Number 2888194

I the undersigned, being the nominated representative of the sole shareholder of the above company, for the time being entitled to receive notice of, and attend and vote at General Meetings, hereby pass the following special resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved to:

1. That the provisions of the articles of association of the Company be amended as follows:

By deleting all of the words in paragraph 11(a) and substituting the following words:

11(a) The number of Directors shall be five including the Managing Director of the Company. Norfolk County Council shall appoint all Directors and shall appoint a replacement Director should the office of a Director appointed by it be vacant at any time, for whatever reason.

2. To add the following paragraph to the articles of association of the Company after paragraph 15(b) to be numbered 15AA:

15AA For the purposes of any voting to be undertaken by the Directors:

15AA.1 Directors who are appointed by Norfolk County Council and who are also members or officers of Norfolk County Council shall hold three votes each; and

15AA.2 All other Directors shall hold one vote each.

Dated this 12 day of December 2016

Signed

A handwritten signature in black ink, appearing to read 'Barry', is written over the 'Signed' label.

Name

For and on behalf of Norse Group Limited

The Companies Act 1985
(As amended by the Companies Act 1989)

Private Company Limited by Shares

Articles of Association

of

NPS Property Consultants Limited

Preliminary

- 1 (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.

(c) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.
- 2 Pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the Company may be registered as a company having only one member or subsequently become so after incorporation. Whenever there shall be only one Member of the Company such Member may act alone in exercising all the powers, discretions and authorities vested in the Members. If the Company either becomes a company with only one member having being registered with more than one or becomes a company with more than one member having been registered with only one it shall insert a statement to the appropriate effect in the Register of Members and the date of the occurrence in accordance with Section 352A of the Act.

Interpretation

- 3 In Regulation I of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

Allotment of Shares

- (a) Subject to the provision's hereinafter expressed, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot,

grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:

- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to section 80A of the Companies Act 1985), but such resolution shall comply with the Act;
 - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- (b) In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions, hereto allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

Shares

- 5 (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or

otherwise.

- (b) Regulation 35 of Table A shall not apply to the Company.
- (c) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of any Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the Shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
- (d) Subject to Chapter VI of Part V of the Act, the company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

- 6 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid of not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

Transfer of Shares

- 7 The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
- (a) Not used.
 - (b) Not used.
 - (c) Not used.
 - (d) Not used.
 - (e) Not used.
 - (f) Not used.
 - (g) Not used.
 - (h) Not used.
 - (i) Not used.

- 8 Not used.

General Meetings and Resolutions

- 9 (a) In accordance with Section 370A of the Act in the event that the Company shall have only one member a quorum at any General Meeting of the Company shall be one. Regulation 40 of Table A shall be modified accordingly.
- (b) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll and Regulation 50 in Table A shall not apply to the Company.
- (c) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.
- (d) Regulation 38 and 59 of Table A shall be modified accordingly.
- (e) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of any instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
- 10 A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

Appointment of Directors

- 11 (a) The number of Directors shall be five including the Managing Director of the Company. Norfolk County Council shall appoint all Directors and shall appoint a replacement Director should the office of a Director appointed by it be vacant at any time, for whatever reason.
- (b) Regulation 64 of Table A shall not apply to the Company.
- 12 (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- (b) Not used.
- (c) Not used.
- (d) Not used.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.
- (f) Norfolk County Council may remove any Director that it has appointed before the expiry of his term of office notwithstanding anything in these articles or any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of services between him and the Company and Regulation 81 of Table A shall be amended accordingly.
- (g) Any appointment or removal pursuant to paragraph 12(f) by Norfolk County Council shall be effected by notice in writing signed on behalf of Norfolk County Council and deposited at the registered office of the Company or handed to the company secretary.
- (h) The office of a Director shall be vacated if the person holding the office ceases to be a member or officer of Norfolk County Council and Regulation 81 in Table A shall be amended accordingly.
- (i) The office of Managing Director shall be vacated if the person holding the office ceases to be an employee of the Company.
- (j) The Directors shall not appoint alternate directors. Regulation 65 to 69 inclusive in Table A shall not apply to the Company and all other Regulations Table A shall be modified accordingly.

Proceeding of Directors

- 13 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meeting of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

14 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

14A The quorum for the transaction of the business of the Directors shall be two.

15 (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether of not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting if the Directors in accordance with section 317 of the Act and shall declare any interest which would have to be declared under any code of conduct adopted by Norfolk County Council. Having declared an interest a Director may speak and vote on the matter that is the subject of the interest unless the interest is a prejudicial interest within the meaning of a code adopted by Norfolk County Council.

(b) Regulation 94 to 97 (inclusive) of Table A shall not apply to the Company.

15A The Directors shall not make:

(a) any decision relating to conditions and terms of service of any employee of the Company who is also a Director of the Company; or

(b) any decision relating to pay and salary scales or establishment levels which would affect any employee of the Company who is also a director of the Company; or

(c) any appointment agreement, arrangement, determination of terms or decision to pay remuneration under Regulation 84 of Table A

save with the prior written authority of the County Council and Regulation 84 of Table A shall be modified accordingly.

15AA For the purposes of any voting to be undertaken by the Directors:

15AA.1 Directors who are appointed by Norfolk County Council and who are also members of officers of Norfolk County Council shall hold three votes each; and

15AA.2 All other Directors shall hold one vote each.

15B The Directors shall ensure that the Company does not engage in activities in which Norfolk County Council has no powers to engage.

15C The Company shall not without the prior written approval of the Council do any of the following:

- (a) increase or vary the Company's authorized share capital or create new shares or alter the rights of obligations attached to any of the shares of the Company or issue or allot any shares of the Company to any person firm or company whatsoever;
- (b) give any guarantee, security or indemnity whatsoever or create any encumbrance over any of the assets of the Company;
- (c) sell, lease, transfer, charge or otherwise dispose of the whole or any substantial part of the undertaking or assets of the Company (and for the purposes of this paragraph, "substantial" means assets having an aggregate book value of more than 20% of the net asset value of the Company);
- (d) lend or advance to any person, firm or company, except Norfolk County Council and employees of the Company, any monies exceeding in aggregate £15,000 or more in any financial year of the company;
- (e) form, acquire or dispose of any subsidiary or amalgamate or merge with any other company or concern or acquire any shares of any other company or participate in any significant partnership or joint venture;
- (f) carry out any change in the Company's business;
- (g) enter into any personal contract or arrangement with any member or officer of Norfolk County Council or any of its subsidiaries;
- (h) borrow money on loan for capital expenditure purposes unless previously sanctioned by Norfolk County Council as part of its credit approvals procedure;
- (i) enter into, or vary the terms of, any credit transaction falling within the definition contained in regulation 12 of the Local Authorities (Companies) Order 1995 except where the credit transaction is between members of Norfolk County Council group for accounting purposes;
- (j) apply for any European Community grant;
- (k) dispose of any assets the proceeds of disposal of which would be treated as a capital receipt if the proceeds of disposal were received by Norfolk County Council;
- (l) make any change in the Company's accounting reference date or registered office;

- (m) remove or vary any of the terms of appointment of the Company's auditors;
- (n) participate in any scheme arrangement or petition or pass any resolution to wind up the Company or make application for an administrative order.

Borrowing Powers

- 16 Subject to paragraph 15C the Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Disqualification of Directors

- 17 The office of a Director shall be vacated if he becomes incapable by reasons of illness or injury of managing and administering his property and affairs and Regulations 81 of Table A shall be modified accordingly.

Gratuities and Pensions

- 18 In Regulation 87 Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

Dividends

- 19 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Notices

- 20 (a) Any notice or other document may be served on or delivered to any Member of the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders, Regulation 112 of Table A shall be modified accordingly.
- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly

addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

Execution of Documents

- 21 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorized by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

Indemnity

- 22 (a) The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether, civil or criminal) in which judgement is given in his favour or he is acquitted in any connection with any application under section 144(3) or (4) or Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) Regulation 118 in Table A shall not apply to the Company.
- (c) The Company shall arrange insurance cover for its Directors and officers from and against all such risks as may arise from the performance of their duties in connection with the Company.
- 23 The Company shall appoint only auditors who are approved by Norfolk County Council.
- 24 Norfolk County Council and its external auditors shall be entitled, by any employee or professional advisor, to inspect all accounting records and all books, documents, statements and records whatsoever of the Company.

Consolidated on 11 August 2017 with reference to resolutions made/articles filed on:

- 12 March 2002
- 14 May 2003
- 12 December 2016