Company number 05348282

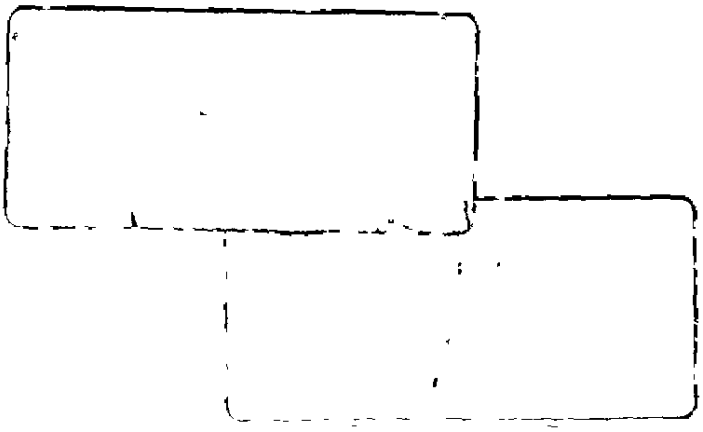
MY CONSTRUCTION & CARPENTRY LTD

SPECIAL RESOLUTION

1 THAT, the new articles of association of the Company attached hereto in the Appendix ("**New Articles**") be and are adopted as the articles of association of the Company to the exclusion of the existing articles of association

Signed 19/9/16

Yoav Tal



Company Number 05348282

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of MY CONSTRUCTION & CARPENTRY LIMITED

Ref VAH/dxm/14090 01

Contents

INTRODUCTION

1. INTERPRETATION

1 1 In these Articles, unless the context otherwise requires

Act· means the Companies Act 2006,

Articles: means the Company's articles of association for the time being in force,

business day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Conflict: has the meaning given in article 8 1,

eligible director. means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter), and

Model Articles· means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles

1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise

1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

1 5 1 any subordinate legislation from time to time made under it, and

1 5 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 6 Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

1 7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles

1 8 Articles 8, 9(2), 11(2) and (3), 13, 14(1), (2), (3), (4) and (7), 17(2) and 44(2) of the Model Articles shall not apply to the Company

1 9 Article 7 of the Model Articles shall be amended by

1 9 1 the insertion of the words "for the time being" at the end of article 7(2)(a), and

1 9 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

1 10 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 10," after the word "But"

1 11 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"

2. SHARE CAPITAL

2 1 The Company is a private Company No invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public

2 2 The Company may from time to time issue shares of different classes with different rights and restrictions attached to them As at the date of adoption of these Articles the Company has the following predefined share classes (ranking pari passu in all respects except as provided herein or on issue)

2 2 1 A ordinary shares of £1 00 each, and

2 2 2 B ordinary shares of £1 00 each

2 3 Subject to the Act

2 3 1 the directors may declare an interim dividend and the Company may, upon the recommendation of the directors, declare a final dividend but no dividend shall exceed the amount recommended by the directors;

2 3 2 every meeting of the directors, a committee of directors or meeting of the members at which a dividend is declared shall direct that such dividend be paid either in respect of one class of share to the exclusion of the other classes of shares or in respect of several classes of Shares or all classes of shares, and

2 3 3 where a dividend is declared in respect of several classes or all classes of shares the Company may differentiate between classes as to the amount or percentage of dividend payable

2 4 On a return of assets on a winding-up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up, shall be applied in paying to the holders of the Company's shares, pari passu as one class, the amounts paid up or credited as paid up on such shares together with the amount of any premiums paid or credited as paid on the issue or subscription of such shares If there shall be insufficient surplus assets to pay such amounts in full the amount payable to such holders shall be abated pro rata to the number of such shares held by each of them

2 5 The holders of the shares shall be entitled to receive notice of any general meeting of the Company and to attend and vote at such meeting

2 6 The shares shall entitle the holders of such shares to receive notice of or to attend or vote at any general meeting of the Company

DIRECTORS

3. UNANIMOUS DECISIONS

3 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

3 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing

3 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

4. CALLING A DIRECTORS' MEETING

4 1 Any director may call a directors' meeting by giving reasonable notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice

5. QUORUM FOR DIRECTORS' MEETINGS

5 1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to a maximum and the minimum number is one, unless agreed otherwise

5 2 Unless otherwise determined by ordinary resolution, the number of directors required to constitute quorum at a meeting of the directors shall be two, which must include one director who is also a holder of A shares

5 3 Subject to article 5 4, if the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision

5 3 1 to appoint further directors, or

5.3 2 to call a general meeting so as to enable the shareholders to appoint further directors

5 4 If

5 4 1 the Company only has one director for the time being, and

5 4 2 no ordinary resolution has been passed requiring the Company to have more than one director,

the director may (for so long as he remains the sole director) exercise all the powers conferred on the directors by the articles by any means permitted under the Act and accordingly the quorum for the transaction of business in these circumstances shall be one

6. CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman has no casting vote

7. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

7 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

7 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,

7 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,

7 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

7 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

7 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

8. DIRECTORS' CONFLICTS OF INTEREST

8 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)

8 2 Any authorisation under this article 8 will be effective only if

8 2 1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

8 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested director, and

8 2 3 the matter was agreed to without the Interested director voting or would have been agreed to if the Interested director's vote had not been counted

8 3 Any authorisation of a Conflict under this article 8 may (whether at the time of giving the authorisation or subsequently)

8 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,

8 3 2 provide that the Interested director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,

8 3 3 provide that the Interested director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict,

[illegible]

8.2.3 [illegible] through his position as director of the company, [illegible] confidential [illegible] third party, he [illegible] to use it in [illegible] Company [illegible] to do [illegible] would prejudice [illegible] not disclose [illegible]

3. [illegible] such [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

9. [illegible]

[illegible]

8 3 4 impose upon the Interested director such other terms for the purposes of dealing with the Conflict as the directors think fit,

8 3 5 provide that, where the Interested director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and

8 3 6 permit the Interested director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters

8 4 Where the directors authorise a Conflict, the Interested director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict

8 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested director, prior to such revocation or variation, in accordance with the terms of such authorisation

8 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

9. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

10. APPOINTMENT OF DIRECTORS

In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last holder of A shares to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

DECISION MAKING BY SHAREHOLDERS

[illegible]

[illegible]

12. [illegible]

12.1 [illegible]

12.2 [illegible]

13. [illegible]

[illegible]

13.1 [illegible]

11. QUORUM FOR GENERAL MEETINGS

Unless otherwise determined by ordinary resolution, the number of shareholders required to constitute quorum at a meeting of the shareholders shall be two, unless there is only one shareholder, in which case that one shareholder shall constitute a quorum

12. POLL VOTES

12 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

12 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

13. PROXIES

13 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

13 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

ADMINISTRATIVE ARRANGEMENTS

14 MEANS OF COMMUNICATION TO BE USED

14 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

14 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

14 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

[illegible]

14.2 [illegible] or supplied in excess of a vendor's [illegible] when the material is not a defective on the workers or (if [illegible]) when the [illegible] recovery (or is deemed to have [illegible]) notice of the fact that the material is available on the website.

[illegible]

[illegible]

14 1 3 if properly addressed and sent or supplied by electronic means, two hours after the document or information was sent or supplied, and

14 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

14 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act