

Company number: 05741168

**PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION of
ABBEEY LANE OFFICE PARK MANAGEMENT COMPANY LIMITED**

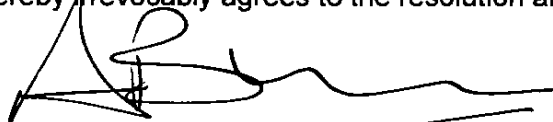
Circulation date: 10 October 2013

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed to be passed as a special resolution of the Company

	FOR	AGAINST
THAT the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company	X	

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being a person eligible to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the resolution above



a director, for and on behalf of
Morbaine Limited

Date 10. October 2013

NOTES

1 If you wish to vote in favour of the resolution please put an 'X' in the FOR box next to that resolution. If you wish to vote against the resolution please put an 'X' in the AGAINST box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to K Holuba, Hill Dickinson LLP, No 1 St Paul's Square, Liverpool L3 9SJ
- **Post** returning the signed copy by post to K Holuba, Hill Dickinson LLP, No 1 St Paul's Square, Liverpool L3 9SJ
- **Fax** faxing the signed copy to 0151 600 8001 marked "For the attention of K Holuba"

- If you do not agree with the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
 - 3 A resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution please ensure that your agreement reaches us before that date.
 - 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
 - 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

TUESDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
ABBEY LANE OFFICE PARK MANAGEMENT COMPANY LIMITED

1. PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1 2 Regulations 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company

2. INTERPRETATION

- 2 1 In these Articles -

"the Act" means the Companies Act 2006, but so that any reference in these Articles 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,

"unit" means any commercial, industrial or residential unit comprised in any property held, managed or administered by the Company,

"unitholder" means the person or persons who holds the freehold of a unit and so that whenever two or more persons are for the time being unitholders of a unit they shall for all purposes of these Articles be deemed to constitute one unitholder

- 2 2 Regulation 1 in Table A shall be read and construed as if the definition of the holder" were omitted therefrom

3. MEMBERS

- 3 1 The subscribers to the Memorandum of Association shall be members of the Company A subscriber may nominate any person to succeed him as a member of the Company and any person so nominated (other than a unitholder) shall have the same power to nominate a person to succeed him as if he had been a subscriber Save as aforesaid, no person shall be admitted as a member of the Company other than a unitholder The Company must accept as a member every person who is or who shall have become entitled to be admitted as a member and shall have complied with either of the signature provisions set out in article 3 3 below
- 3 2 Each subscriber to the Memorandum of Association and any person nominated to be a member under article 3 1 above shall, if not himself a unitholder, cease to be a member as soon as unitholders for all the units have become members

- 3 3 The provisions of sections 113 and 123 of the Act shall be observed by the Company and every member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a member or sign the register of members on becoming a member. If two or more persons are together a unitholder each shall so comply, they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting powers vested in such member.
- 3 4 A unitholder shall cease to be a member on the registration as a member of the successor to his unit and shall not resign as a member while holding, whether alone or jointly with others, a legal estate in any unit.
- 3 5 If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member provided that he or they shall for the time being be a unitholder.

4. GENERAL MEETINGS AND RESOLUTIONS

- 4 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
 - (b) in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than 95% of the total voting rights at the meeting of all members.
- 4 2 The notice shall specify the time and place of the meeting and, in the case of an annual general meeting, shall specify the meeting as such.
- 4 3 The notice shall be given to all the members and to the directors and auditors and to every legal personal representative or trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting.
- 4 4 Regulation 38 in Table A shall not apply to the Company.
- 4 5 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 4 6 Regulation 41 in Table A shall not apply to the Company.
- 4 7 Resolutions under section 168 of the Act for the removal of a director before the expiration of his period of office and under section 510 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

- 4 8 Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom
- 4 9 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting
- 4 10 Every member present in person or by proxy or, being a corporation, present by a duly authorised representative at a general meeting shall have one vote PROVIDED that where no unitholder exists in respect of any unit, those members who are subscribers to the Memorandum of Association or who became members as a result of having been nominated by a subscriber to the Memorandum of Association under article 3 1 above or, if there is only one such member or person nominated under article 3 1 above, that member, shall, either jointly if there is more than one such member, or alone, if there is only one such member, have three votes in respect of every unit in addition to their own vote or votes as members whether voting is by a show of hands or on a poll
- 4 11 Regulations 54 and 55 in Table A shall not apply to the Company
- 4 12 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

5. APPOINTMENT OF DIRECTORS

- 5 1 Regulation 64 in Table A shall not apply to the Company
- 5 2 Save for
- (a) the persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 16(6) of the Act, and/or
 - (b) any persons appointed as directors of the Company by Morbaine Limited (registered number 01295434) (**Morbaine**) prior to the date of adoption of these articles or thereafter in accordance with article 5 9 below,

no person who is not a member of the Company shall in any circumstances be eligible to hold office as a director Regulation 44 in Table A shall not apply to the Company

- 5 3 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two
- 5 4 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

- 5 5 Regulation 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom
- 5 6 No member shall be appointed a director at any general meeting unless either-
- (a) he is recommended by the directors, or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that member for appointment, together with notice signed by that member of his willingness to be appointed
- 5 7 Subject to article 5 6 above, the Company may by ordinary resolution appoint any member who is willing to act to be a director, either to fill a vacancy or as an additional director
- 5 8 The directors may appoint a member who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5 3 above as the maximum number of directors and for the time being in force
- 5 9 Until the date on which Morbaine is no longer a unitholder, it shall have the right, exercisable from time to time and on more than one occasion to appoint two people to be directors of the Company and, from time to time and on more than one occasion, to remove any such person appointed by it and such appointment or removal shall be made by notice in writing to the Company. On any resolution to remove a director appointed by Morbaine, the shares held by Morbaine shall together carry one vote in excess of 50% of all the other votes exercisable in relation to such resolution and if any such director is removed pursuant to section 168 of the Act (or otherwise) Morbaine may reappoint him or any other person as a director

6. BORROWING POWERS

- 6 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party

7. ALTERNATE DIRECTORS

- 7 1 No person who is not a member of the Company shall be capable of being appointed an alternate director. Regulation 65 in Table A shall be modified accordingly
- 7 2 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

- 7 3 A director, or any other member appointed by resolution of the directors and willing to act, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

8. DISQUALIFICATION OF DIRECTORS

- 8 1 Save for the persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 16(6) of the Act, the office of a director shall be vacated if he ceases to be a member of the Company and regulation 81 in Table A shall be modified accordingly

9. GRATUITIES AND PENSIONS

- 9 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

- 9 2 Regulation 87 in Table A shall not apply to the Company

10. PROCEEDINGS OF DIRECTORS

- 10 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- 10 2 Each director shall comply with his obligations to disclose his interest in contracts under sections 182 to 187 of the Act

- 10 3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

11. MINUTES

- 11 1 Regulation 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom

12. THE SEAL

- 12 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 second director. Regulation 101 in Table A shall not apply to the Company

13. NOTICES

- 13 1 Regulation 112 in Table A shall be read and construed as if the second sentence was omitted therefrom

- 13 2 Regulation 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom

14. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 232(3) of the Act Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply

- 14 1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability
- 14 2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability
- 14 3 Regulation 118 in Table A shall not apply to the Company

15. RULES OR BYE-LAWS

- 15 1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate -
- (a) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Company in relation to one another, and to the Company's servants or agents,
 - (c) the setting aside of the whole or any part or parts of the Managed Property at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the directors and committees of directors of the Company in so far as such procedure is not regulated by these Articles,
 - (e) and, generally, all such matters as are commonly the subject matter of company rules or rules or regulations appropriate to the Company
- 15 2 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the

Company Provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company