

Company No: 05922246

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING of

THURSDAY



A13 *A6FFTG8W* #425
21/09/2017
COMPANIES HOUSE

WILLMOTT DIXON PUBLIC & COMMERCIAL LIMITED ("Company")

Passed the 19th day of September 2017

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

THAT the Articles of Association are hereby amended by inserting the following as a new Article 10:

"10 Notwithstanding any other provision contained in these Articles, Table A or the Model Articles or the Companies Act 2006 to the contrary:

- 10.1 where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to a nominee of such bank, financial institution, trust, fund or other entity (a "**Secured Institution**"), such share (whether fully paid or not) shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these Articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by an official of such Secured Institution that such security interest remains unreleased shall be conclusive evidence of such fact;
- 10.2 the directors and/or the company shall not decline to register, or suspend registration of, a transfer of shares where the proposed transferee is (i) a Secured Institution, to whom such shares have been charged or mortgaged or otherwise are being transferred by way of security or (ii) a purchaser, transferee or other recipient of the shares from such Secured Institution and a certificate signed by an official of such Secured Institution that the relevant shares are charged shall be conclusive evidence of such fact; and
- 10.3 any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply on a transfer of any shares where such shares are the subject of a mortgage, charge or other security interest in favour of a Secured Institution, whether such transfer be to a Secured Institution or to a purchaser, transferee or other recipient of the shares from such Secured Institution."

Signed
Director/Secretary
Dated

19 September 2017

THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
WILLMOTT DIXON PUBLIC & COMMERCIAL LIMITED**

Company Number 5922246

Incorporated on 1st September 2006

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
WILLMOTT DIXON PUBLIC & COMMERCIAL LIMITED

- 1 The Company's name is "Willmott Dixon Public & Commercial Limited". ¹
- 2 The Company's registered office is to be situated in England and Wales.
- 3.1 The object of the company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things: -
 - 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - 3.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences,

¹ The Company was incorporated on 1st September 2006 under the name of Inspace Corporate Assets Limited. On 29 April 2009 the company changed its name to Willmott Dixon Limited. On 31 December 2009 the company changed its name to Willmott Dixon Capital Works Limited. On 13 January 2015 the company changed its name to Willmott Dixon Public & Commercial Limited.

options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- 3.2.5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- 3.2.11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other

services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to such company or companies.

- 3.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.2.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.2.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.2.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, of who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or any such subsidiary, holding or fellow subsidiary company and

to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- 3.2.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable), to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.
- 3.2.21 To procure the Company to be registered or recognised in any part of the world.
- 3.2.22 To do all or any of the things or matters aforesaid in any part of the world and either a principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.2.23 To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- 3.2.24 AND so that:-
 - 3.2.24.1 None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - 3.2.24.2 The word "company" in this Clause, except when used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or un-incorporated and whether domiciled in the United Kingdom or elsewhere.
 - 3.2.24.3 In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £12,000,000 divided into 12,000,000 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

| Name and address of Subscriber | Number of shares taken by the Subscriber |
|-----------------------------------|---|
|-----------------------------------|---|

| | |
|--|-----|
| Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU | One |
|--|-----|

| | |
|--------------------|-----|
| Total shares taken | One |
|--------------------|-----|

Dated this 1st September 2006

THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION

Adopted by Written Resolution dated 1 April 2009

of

WILLMOTT DIXON PUBLIC & COMMERCIAL LIMITED

PRELIMINARY

1. (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles ("Table A") apply to Inspace Corporate Assets Limited (the "Company"), except in so far as they are excluded or varied by these articles
- (b) Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- (c) The Company is a private company and no shares or debentures of the Company may be offered to the public

SHARE CAPITAL

2. (a) Subject to the provisions of the Act, all unissued share of the Company (whether forming part of the original capital of the Company or created on any increase of capital) shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them on such terms and conditions as they may think proper. Redemption or redeemable shares may be effected on such terms and conditions as may be determined by the directors. The directors may allot shares on a part paid or fully paid basis as they may think proper or for a cash consideration or for a consideration other than cash as they think proper.
- (b) For the purpose of Section 80 of the Act, the directors are generally and unconditionally authorised to allot, agree to allot, or otherwise dispose of the shares of the Company up to the amount of the authorised share capital at the date of adoption of these Articles at any times during the period of five years from that date. The directors may after that date allot any shares under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.
- (c) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless

the Company in general meeting shall be special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members. The foregoing provisions of this article 2.2. shall have effect subject to section 80 of the Act.

3. For the purpose of Section 95 of the Act, pursuant to the general authority held by them to allot securities for the purpose of Section 80 of the Act, the directors shall have power to allot equity securities (as defined in Section 94 of the Act) to such persons and in such manner as the directors think fit as if Section 89(1) of the Act did not apply to any such allotment.

SHARES

- 4.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 4.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

BORROWING POWERS

5. 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 subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS APPOINTMENTS AND INTERESTS

- 6.1 The directors may appoint one or more of their number to be the chairman or chairmen of the board of directors and may at any time or times remove him or them from that office.

- 6.2 A director may contract with or be interested, directly or indirectly, in any contract or arrangement made with the Company, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the nature of the interest of the director be disclosed to the board in manner required by Section 317 of the Act. A director may as a director vote in respect of any contract entered into by him with the Company and in respect of any contract or arrangement entered into by or on behalf of the Company in which he is interested, and if he does so vote his vote shall be counted, and he may be reckoned for the purpose of constituting a quorum of directors. Without prejudice to the generality of the foregoing provisions of this Article a director may hold any other office or place of profit in the Company in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors, and a director of the Company may be or become a director of any company promoted by the Company, or in which the Company may be interested as vendor, shareholders, or otherwise, and no such director shall be accountable for any benefits received as director or member of such company. Any director may also act either personally or as a member of a firm as solicitor, accountant, banker, broker or surveyor to the Company or render any other professional services to the Company and shall be entitled to retain any remuneration or profit received for holding such office or employment, or for so acting or for rendering any such service, in addition to any remuneration payable to him as a director.
- 6.3 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 one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally.
- 6.4 The Company may by ordinary resolution appoint any person who is willing to be a director, either to fill a vacancy or as an additional director.
- 6.5 Approval in writing by a director or alternate director to a resolution, whether by letter, telex, telegram or otherwise, shall be as effectual as the signature thereto of the director or alternate director.

REGIONAL DIRECTORS

7. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of Regional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:
- (a) the appointment, tenure of office, remuneration (if any) and scope of duties of a Regional Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Regional Director, except that no act shall be done or omitted to be done that would impose any personal liability on any Regional Director without his full knowledge and consent;
 - (b) the Directors may also from time to time remove any Regional Director from office and if they so decide appoint another in his place, but such removal shall take effect without prejudice to the rights of either party under any agreement between the Regional Director and the Company;

- (c) the appointment of a person to be a Regional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Regional Director shall not effect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise;
- (d) the office of Regional Director shall be vacated if the Regional Director becomes of unsound mind, or becomes bankrupt, or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the Company, or if he resigns his office as Regional Director, or is removed from office as Regional Director by a resolution of the Directors, or if his employment by the Company is terminated for any reason;
- (e) a Regional Director shall not be deemed to be a Director of the Company within the meaning of the word as used in the Companies Act 1985 or these Articles and no Regional Director shall be entitled to attend or be present at meetings of the Directors or of any committee of the Directors unless the Directors shall require him to be in attendance;
- (f) a Regional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.
- (g) For the purposes of this Article 7, all references to Regional Director shall be construed to include any one or more persons appointed to the office of Deputy Managing Director.

THE SEAL

- 8.1 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.
- 8.2 In addition to the directors and the secretary, any person appointed to the office of Regional Director or Deputy Managing Director pursuant to Article 7 (or any equivalent) shall be regarded as a person authorised by the directors to sign any document to which the seal is affixed.

INDEMNITY

- 9. Without prejudice to the provisions of Regulation 118 of Table A, but subject to the provisions of the Act, every director and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses and liabilities (including without prejudice to the generality of the foregoing any such liability as is mentioned in sub-section (3) of Section 310 of the Act) which he may sustain or incur in or about the execution of his office and discharge or purported discharge of his duties, or otherwise in relation thereto, and whether such duties are owed to the Company or to any other person whomsoever, and no director or any other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

10 **TRANSFER OF SHARES – EXCEPTIONS FOR SECURED INSTITUTIONS²**

Notwithstanding any other provision contained in these Articles, Table A or the Model Articles or the Companies Act 2006 to the contrary:

- 10.1 where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to a nominee of such bank, financial institution, trust, fund or other entity (a "**Secured Institution**"), such share (whether fully paid or not) shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these Articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by an official of such Secured Institution that such security interest remains unreleased shall be conclusive evidence of such fact;
- 10.2 the directors and/or the company shall not decline to register, or suspend registration of, a transfer of shares where the proposed transferee is (i) a Secured Institution, to whom such shares have been charged or mortgaged or otherwise are being transferred by way of security or (ii) a purchaser, transferee or other recipient of the shares from such Secured Institution and a certificate signed by an official of such Secured Institution that the relevant shares are charged shall be conclusive evidence of such fact; and
- 10.3 any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply on a transfer of any shares where such shares are the subject of a mortgage, charge or other security interest in favour of a Secured Institution, whether such transfer be to a Secured Institution or to a purchaser, transferee or other recipient of the shares from such Secured Institution.

Name and address of Subscriber

Name and address of Subscriber

Instant Companies Limited
1 Mitchell Lane
Bristol
BS1 6BU

Dated this 1st September 2006

² Article 10 inserted by Special Resolution passed 19 September 2017