



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **9487105**

The Registrar of Companies for England and Wales, hereby certifies that

**LONDON MEDWAY COMMERCIAL PARK
MANAGEMENT COMPANY LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on **12th March 2015**



N09487105L



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



A fee is payable with this form
Please see 'How to pay' on the last page

CHQ
000428 | £100



What this form is for
You may use this form to register a
private or public company

X What this form is NOT for
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

THURSDAY



LD1 12/03/2015 #60
COMPANIES HOUSE

Part 1 Company details

A1	Company name	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
	To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option www.companieshouse.gov.uk/info	
	Please show the proposed company name below	
Proposed company name in full ①	LONDON MEDWAY COMMERCIAL PARK MANAGEMENT COMPANY LIMITED	① Duplicate names Duplicate names are not permitted A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at www.companieshouse.gov.uk
For official use	9 4 8 7 1 0 5	

A2	Company name restrictions ②	② Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body	
	<input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	③ Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative	
	<input type="checkbox"/> I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	

A4	Company type ④	④ Company type If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)	
	<input type="checkbox"/> Public limited by shares	
	<input checked="" type="checkbox"/> Private limited by shares	
	<input type="checkbox"/> Private limited by guarantee	
	<input type="checkbox"/> Private unlimited with share capital	
	<input type="checkbox"/> Private unlimited without share capital	

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number Nelson House

Street Central Boulevard

Blythe Valley Park

Post town Solihull

County/Region West Midlands

Postcode B 9 0 8 B G

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1

Signature	<div>Signature</div> <div>X</div>	X
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④ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

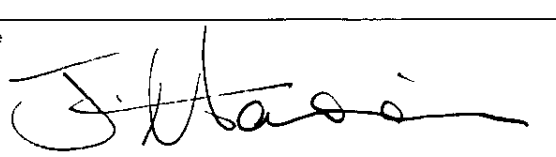
Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm	Ancosec Limited		
Building name/number	Nelson House		
Street	Central Boulevard		
	Blythe Valley Park		
Post town	Solihull		
County/Region	West Midlands		
Postcode	B 9 0 8 B G		
Country	England		
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)?		
	→ Yes Complete Section C3 only		
	→ No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③	England & Wales		
Registration number	3611403		
C4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
C5	Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company.
	I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature For and on behalf of Ancosec Limited  Director.....		

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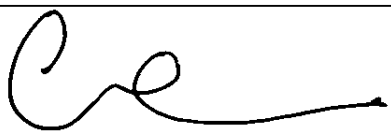
Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	Jason Duncan	
Surname	Harris	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div> <div>d3</div> <div>d0</div> <div>m0</div> <div>m5</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y5</div> </div>	
Business occupation (if any) ④	Director	
	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Nelson House	
Street	Central Boulevard	
	Blythe Valley Park	
Post town	Solihull	
County/Region	West Midlands	
Postcode	<div> <div>B</div> <div>9</div> <div>0</div> <div></div> <div>8</div> <div>B</div> <div>G</div> <div></div> </div>	
Country	England	
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	Charles Edward	
Surname	Crossland	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d8</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div> </div>	
Business occupation (if any) ④	Director	
	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Nelson House	
Street	Central Boulevard	
	Blythe Valley Park	
Post town	Solihull	
County/Region	West Midlands	
Postcode	<div> <div>B</div> <div>9</div> <div>0</div> <div></div> <div>8</div> <div>B</div> <div>G</div> <div></div> </div>	
Country	England	
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Director

D1	Director appointments ①		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title*	Mr		
Full forename(s)	David Anthony		
Surname	Brett		
Former name(s) ②			
Country/State of residence ③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>2</div> <div>0</div> <div>m</div> <div>0</div> <div>5</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>6</div> <div>2</div> </div>		
Business occupation (if any) ④	Director		

D2	Director's service address ⑤		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	Nelson House		
Street	Central Boulevard		
	Blythe Valley Park		
Post town	Solihull		
County/Region	West Midlands		
Postcode	<div> <div>B</div> <div>9</div> <div>0</div> <div></div> <div>8</div> <div>B</div> <div>G</div> <div></div> </div>		
Country	England		

D3	Signature ⑥		⑥ Signature The person named above consents to act as director of the proposed company.
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div> <div>Signature</div> <div>X</div> <div>David Brett</div> <div>X</div> </div>		

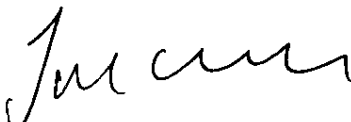
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title*	Mr		
Full forename(s)	James Martin		
Surname	Cornell		
Former name(s) ②			
Country/State of residence ③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>4</div> </div>		
Business occupation (if any) ④	Director		



D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	Nelson House		
Street	Central Boulevard		
	Blythe Valley Park		
Post town	Solihull		
County/Region	West Midlands		
Postcode	<div> <div>B</div> <div>9</div> <div>0</div> <div></div> <div>8</div> <div>B</div> <div>G</div> <div></div> </div>		
Country	England		

D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1		
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company.
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A Ordinary	£1 00	£0 00	1	£ 1 00
				£
				£
				£
Totals			1	£ 1 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

A Ordinary

Prescribed particulars

1

Voting Rights (General)

Until "B" Ordinary Shares have been allotted in respect of the whole of the Property, the holder of an "A" Ordinary Share shall on a poll have such number of votes as are equal to the number of "A" Ordinary Shares and "B" Ordinary Shares in aggregate then in issue (rounded up to the nearest whole number) for each "A" Ordinary Share of which he is the holder. Once "B" Ordinary Shares have been allotted in respect of the whole of the Property the "A" Ordinary Shares shall not carry any right to receive notice of or to attend and vote at any general meeting of the Company

Voting Rights (right to appoint and remove directors)

Until "B" Ordinary Shares have been allotted in respect of the whole of the Property (which for the purposes of this Article shall include any reclassification of "A" Ordinary Shares as "B" Ordinary Shares in accordance with the Company's Articles of Association) the holder or holders of the "A" Ordinary Shares shall be entitled at any time and from time to time to appoint four directors and to remove from office any director so appointed and to appoint the same or any other person in his place and the holder or holders of a majority of the "B" Ordinary Shares then in issue shall have the like rights in respect of two Directors

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Class of share	A Ordinary (continued)	
Prescribed particulars ❶	<p>When "B" Ordinary Shares have been allotted in respect of the whole of the Property (which for the purposes of this Article shall include the reclassification of "A" Ordinary Shares as "B" Ordinary Shares (A) at that time all the directors appointed by the holders of the "A" Ordinary Shares shall resign from office forthwith if at the time not less than two directors have been appointed by the holders of "B" Ordinary Shares failing which the remaining directors are irrevocably authorised to appoint some person to execute any documents and to do all things necessary to effect the resignation of such directors</p> <p>Rights to Dividends</p> <p>Unless each member shall agree otherwise in respect of a proposed distribution to the members, the share capital and income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be distributed directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company</p> <p>Rights in event of Dissolution</p> <p>The "A" Ordinary Shares shall rank equally with the other share classes in the capital of the Company in issue at the time of any dissolution, subject to any rights assigned to those other share classes at the time of allotment</p>	<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Goodman Real Estate (UK) Limited	A Ordinary	1	£	1 00	0 00	1 00
Address Nelson House Central Boulevard Blythe Valley Park Solihull, W Mids B90 8BG						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's detailsForename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3****Subscriber's details**Forename(s) **1**Surname **1**Address **2**

Postcode

Amount guaranteed **3**

IN01

Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X David Brett	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X	

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Clare Gow**

Company name **Goodman Logistics**

Address **Nelson House**

Central Boulevard

Blythe Valley Park

Post town **Shirley, Solihull**

County/Region **West Midlands**

Postcode **B 9 0 8 B G**

Country **England**

DX

Telephone **0121 506 8140**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of London Medway Commercial Park Management Company Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

Goodman Real Estate (UK) Limited

David Brett

Dated 11 March 2015

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
- of -
LONDON MEDWAY COMMERCIAL PARK MANAGEMENT COMPANY LIMITED

PRELIMINARY

- 1 The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited
- 2 The regulations contained in 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 the adoption of these Articles (each such regulation being a "**Regulation**") shall apply to the Company save insofar as they are excluded by or varied in or are otherwise inconsistent with these Articles, and such regulations (save as so excluded or varied) and the following articles shall be the articles of association of the Company (the "**Articles**", and each such article being an "**Article**")
- 3 Regulations 5, 6, 17 to 19 (inclusive), 27 to 36 (inclusive), and 51 to 53 (inclusive) shall not apply to the Company

INTERPRETATION

- 4 In these Articles -

"**Common Amenities**" means any parts of the Park which are to be landscaped or to be maintained for the common benefit of the occupiers of the Park

"**Major Interest**" means in relation to part of the Property the freehold interest therein

"**Park**" means all the land and buildings situated at London Medway Commercial Park, Medway, Kent and such other land and buildings as may be determined by Ordinary Resolution of each of the holders of the "A" Ordinary Shares (for so long as they have the right to vote at general meetings of the Company) and the holders of the "B" Ordinary Shares

"**Property**" means that part of the Park in respect of which "B" Ordinary Shares are allotted or are intended to be allotted being all the Park other than the Common Amenities
- 5 In the event of any dispute between the Company and any of its members or a member as to whether any part of the Park forms part of the Common Amenities or of the Property or as to whether "B" Ordinary Shares have been allotted in respect of the whole of the Property then the same shall be determined by the holders of the "A" Ordinary Shares (for so long as they have the right to vote at general meetings of the Company, thereafter by the Directors) whose

decision shall (in the absence of manifest error) be final and binding on the Company and its members

SHARES

- 6 (A) Immediately following the time of the passing of the resolution adopting these Articles the issued share capital of the Company will comprise 1 "A" Ordinary Share of £1 each
- (B) The holders of the Deferred Shares shall not by virtue of or in respect of their holdings of Deferred Shares have the right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. The Deferred Shares shall not entitle their holders to receive any dividend or other distribution. The Deferred Shares shall on a return of assets on a winding-up entitle the holder only to the repayment of the amount paid up on such shares after payment of the capital paid up on the "A" Ordinary Shares and the "B" Ordinary Shares plus the payment of £10,000,000 per "A" Ordinary Share and "B" Ordinary Share. The Company shall have irrevocable authority at any time (i) to appoint any person to be the duly appointed agent of the holders of the Deferred Shares to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Company may determine as custodian and/or (ii) to purchase the Deferred Shares (in accordance with the provisions of the Companies Act 2006 as amended (the "Act")) for a price not more than an aggregate sum of 1p for all the Deferred Shares then in issue at that time without obtaining the sanction of the holders thereof and pending such transfer and/or purchase to retain the certificate(s) for those Deferred Shares. The appointment referred to in this Article shall be irrevocable and (to the extent necessary) is given by way of security for the performance of the obligations of the holders of the Deferred Shares under this Article
- 7 (A) The Directors are unconditionally authorised for the purposes of section 551 of the Act to allot "B" Ordinary Shares at £1 each against payment in full to persons who acquire a Major Interest after the date of adoption of this Article (including without limitation to persons who acquire a Major Interest from a vendor who does not hold "B" Ordinary Shares pursuant to Article 9(v)) in the proportion of 1 "B" Ordinary Share for each acre (rounded up or down to the nearest acre) and the Directors are further authorised to allot the same pursuant to the aforementioned authority as if section 561(1) of the Act does not apply to the allotment thereof. The authority contained in this Article shall, unless revoked or varied in accordance with section 551 of the Act
- (1) be limited to a further 144 "B" Ordinary Shares, and
- (2) expire on the fifth anniversary of the date of the adoption of this Article but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority
- (B) The Directors are unconditionally authorised for the purposes of section 551 of the Act to allot Deferred Shares at any price (whether above or at par value) against payment in full to persons who sell a Major Interest after the date of adoption of these Articles where the purchaser of that Major Interest does not purchase the "B" Ordinary Shares held by the seller in relation to the Major Interest being sold and the Directors are further authorised to allot the same pursuant to the aforementioned authority as if section 561(1) of the Act does not apply to the allotment thereof. The

authority contained in this Article shall, unless revoked or varied in accordance with section 551 of the Act

- (1) be limited to 5 Deferred Shares, and
- (2) expire on the fifth anniversary of the date of the adoption of this Article but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority

SHARE CERTIFICATES

- 8 The Company may execute share certificates in accordance with the provisions of the Act regarding the execution of documents by companies and the provisions of Regulation 6 shall be varied accordingly

TRANSFER OF SHARES

- 9 A "B" Ordinary Share may only be and shall be transferred upon or immediately before a disposal of a Major Interest and then only to the person who acquires that interest PROVIDED (i) that if the holder of a Major Interest disposes of part only of the Property relative to it by way of transfer of part of that Major Interest then the number of "B" Ordinary Shares which shall be transferred shall be (a) either such number (if any) of "B" Ordinary Shares as the Directors shall resolve or (b) one for each acre disposed of or to which such new Major Interest or determination relates rounded up or down to the nearest acre and (ii) that there shall at no time be subsisting more than one "B" Ordinary Shares in respect of each acre of the Property rounded up or down as referred to above and (iii) that the Directors may require the production of such evidence as they may think fit for the purpose of satisfying themselves beyond doubt that the foregoing provisions of this Article have been complied with before registering any proposed transfer of any share or shares and (iv) that if a holder of a "B" Ordinary Share shall die or be adjudged bankrupt or a mortgagee exercises his power of sale of a Major Interest in respect of which a share was charged to the mortgagee the holder's legal personal representative or representatives or his trustee in bankruptcy or such mortgagee shall be entitled to be registered in the Company's register of members and (v) that if the person who acquires a Major Interest is prohibited by its memorandum and Articles of Association or the equivalent constitutional documents and/or any applicable regulatory requirements from becoming a transferee of "B" Ordinary Share(s) to be transferred to it pursuant to the foregoing provisions of this Article and the Directors are satisfied that the transfer would be so prohibited the Company may purchase such "B" Ordinary Shares that would otherwise be transferred pursuant to Article 10
- 10 Subject to, and in accordance with, the provisions of the Act, the Company may purchase any of its own "B" Ordinary Shares at any price (whether above or below the nominal value of the shares) and may make a payment in respect of any such purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares in compliance with the provisions of the Act and may enter into or vary any contract for such purchase Every such purchase or contract providing for the purchase by the Company of "B" Ordinary Shares shall be authorised by such resolution or resolutions of the Company as may be required by the Act All "B" Ordinary Shares so purchased shall be cancelled immediately upon completion of the purchase Notwithstanding anything to the contrary contained in these Articles the rights and privileges attaching to any class of shares shall be deemed not to be modified or abrogated by anything done by the Company in pursuance of this Article
- 11 The price to be paid upon any transfer of "B" Ordinary Shares shall in default of agreement between the transferor and the transferee be the nominal value thereof

- 12 If at any time for any reason whatsoever any "B" Ordinary Share is registered in the name of a person who is not a holder of a Major Interest the Directors may give notice in writing to such member or person requiring him or them to transfer such "B" Ordinary Share(s) to the person who is the holder of a Major Interest to which the "B" Ordinary Share(s) should be transferred in accordance with the provisions of Article 9
- 13 If the holder of any "B" Ordinary Share or any other person or persons required to transfer the same refuses or neglects to transfer any share in accordance with these Articles then the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and the chairman for the time being of the Directors or failing him any one of the Directors shall forthwith irrevocably be deemed to be the duly appointed agent of that holder or other person in default with full power in his name and on his behalf to execute complete and deliver all documents necessary to give effect to or facilitate the transfer thereof to the person to whom it should be transferred hereunder against payment of the price agreed between the holder of the said share or shares and the person to whom they should be transferred (or in the absence of such agreement the nominal value of the said share or shares) therefor to the Company (which the Company shall hold on trust for the transferor thereof subject to delivery to the Company of the certificate or certificates relating to such shares) and the Company shall enter the name of the transferee in the register of members as the holder by transfer of the said share or shares. The appointment referred to in this Article 13 shall be irrevocable and is given by way of security for the performance of the obligations of the holder or other person or persons in default under this Article
- 14 (A) On the acquisition of a Major Interest which results in the part of the Property in respect of which no Major Interest shall yet have been acquired having an area of less than one acre multiplied by the number of "A" Ordinary Shares then in issue the Directors may in place of the allotment of one or more "B" Ordinary Shares in accordance with Article 7 require the holders of the "A" Ordinary Shares to execute complete and deliver a transfer (against payment of the nominal value thereof) of so many "A" Ordinary Shares such that the number of "A" Ordinary Shares then in issue and not transferred pursuant to this Article multiplied by one shall equal the area of the Property in respect of which no Major Interest shall have been acquired and the Company shall register such transfer in the register of members. If the holder of the "A" Ordinary Shares refuses or neglects to transfer such "A" Ordinary Shares in accordance with this Article 14(A) then the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company in respect of all his "A" Ordinary Shares and the chairman for the time being of the Directors or failing him any one of the Directors shall forthwith be deemed to be the duly appointed attorney of that holder with full power in the name of the holder of the "A" Ordinary Shares and on his behalf to execute complete and deliver a transfer of such "A" Ordinary Shares to the person to whom it should be transferred under this Article 14(A) against payment of the nominal value to the Company (which the Company shall hold on trust for the transferor subject to delivery to the Company of the certificate relating to such share) and the Company shall enter the name of the transferee in the register of members as the holder by transfer of the said share
- (B) Following any transfer of "A" Ordinary Shares pursuant to Article 14(A) above such "A" Ordinary Shares shall be reclassified as "B" Ordinary Shares and shall have the rights and be subject to the liabilities attaching to the "B" Ordinary Shares
- (C) Subject to the provisions of sub-clause (D) of this Article the Directors shall not register any other transfer of an "A" Ordinary Share without the prior written consent of the holder or holders of a majority of the "B" Ordinary Shares then in issue (such consent not to be unreasonably withheld) and shall be entitled prior to the registration subject to such consent as aforesaid of any transfer of an "A" Ordinary Share to make

such enquiries as they shall think fit for the purpose of determining whether such transfer shall result in the reclassification of the share as provided in Article 14(B) and in so determining their decision shall in the absence of manifest error be final and binding on the members

- (D) The restrictions on transfer of "A" Ordinary Shares set out in this Article 14 shall not apply in the case of the transfer of "A" Ordinary Shares to any company which is for the time being or from time to time a nominee or subsidiary or a holding company or a subsidiary of a holding company of Goodman Real Estate (UK) Limited (Company Number 4412652) ("**a group company**") on terms that it shall prior to ceasing to be a group company transfer that share or shares to some other group company and further on terms that any Director for the time being of the Company is appointed attorney for any such transferee group company as aforesaid for the purpose of executing any stock transfer form on behalf of any such transferee group company to effect any such transfer as aforesaid in the event of it prospectively ceasing to be a group company
- 15 (A) Subject to the provisions of sub-clause (B) of this Article the Directors shall be bound to register transfers made in accordance with these Articles but no other transfers shall be registrable
- (B) The Directors may decline to register the transfer of a share on which the Company has a lien

LIEN

- 16 The Company shall have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article The Company's lien on a share shall extend to any amount payable on it
- 17 The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon

PROCEEDINGS AT GENERAL MEETINGS

- 18 It shall not be necessary to give any notice of an adjourned meeting and Regulation 41 shall be construed accordingly
- 19 Regulation 44 shall be read and construed as if the words "any person" in paragraph (c) were substituted for the words "two or more persons", and paragraph (d) of such Regulation shall not apply to the Company

VOTES OF MEMBERS

- 20 Until "B" Ordinary Shares have been allotted in respect of the whole of the Property the holder of an "A" Ordinary Share shall on a poll have such number of votes as are equal to the number of "A" Ordinary Shares and "B" Ordinary Shares in aggregate then in issue (rounded up to the nearest whole number) for each "A" Ordinary Share of which he is the holder Once "B" Ordinary Shares have been allotted in respect of the whole of the Property (which for the purposes of this Article shall include any reclassification of "A" Ordinary Shares as "B" Ordinary Shares in accordance with these Articles) the "A" Ordinary Shares shall not carry any right to receive notice of or to attend and vote at any general meeting of the Company

- 21 On a poll, votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative

DIRECTORS

- 22 Unless and until otherwise determined by ordinary resolution there shall be no limit to the number of directors and the minimum number of directors shall be one. A sole director shall have the authority to exercise all the powers of the Company vested in the directors. Until "B" Ordinary Shares have been allotted in respect of the whole of the Property (which for the purposes of this Article shall include any reclassification of "A" Ordinary Shares as "B" Ordinary Shares in accordance with these Articles) the holder or holders of the "A" Ordinary Shares shall be entitled at any time and from time to time to appoint four Directors and to remove from office any Director so appointed and to appoint the same or any other person in his place and the holder or holders of a majority of the "B" Ordinary Shares then in issue shall have the like rights in respect of two Directors.
- 23 When "B" Ordinary Shares have been allotted in respect of the whole of the Property (which for the purposes of this Article shall include the reclassification of "A" Ordinary shares as "B" Ordinary Shares in accordance with these Articles)
- (A) at that time all the Directors appointed by the holders of the "A" Ordinary Shares shall resign from office forthwith if at the time not less than two Directors have been appointed by the holders of "B" Ordinary Shares (which for the purposes of this Article shall include any Directors appointed by the holders of "B" Ordinary Shares pursuant to Article 22) failing which the remaining Directors are irrevocably authorised to appoint some person to execute any documents and to do all things necessary to effect the resignation of such Directors, and
 - (B) at any time thereafter the Company by ordinary resolution shall be entitled to appoint the Directors and to remove from office any existing Director or any Director so appointed and to appoint the same or any other person in his place PROVIDED THAT at any time if the number of Directors so appointed shall fall below the minimum number of Directors required pursuant to these Articles any holder of "B" Ordinary Shares shall have the right to appoint such number of Directors as shall be required to meet such minimum number requirements (failing that if such minimum number requirements have not been met within 14 days then Goodman Real Estate (UK) Limited (Company Number 4412652) (or any other person nominated by it (or any previous nominee under this sub-clause) by written notice to the Company) shall have the right to appoint such number of Directors as shall be required to meet such minimum number requirements)
- 24 For the purposes of sections 175 and 180(4) of the Act and for all other purposes, any director may be or become subject to any Conflict Situation as a result of his also being or having been or being party to an agreement or an arrangement or understanding or circumstance under which he may become an employee, director, trustee, member, partner, officer or representative of, or a consultant to, or a direct or indirect investor in (i) in the case of any director appointed by the holder or holders of "A" Ordinary Shares, a holder of "A" Ordinary Shares or any associated company or affiliate of a holder of "A" Ordinary Shares, (ii) in the case of a director appointed by the holder or holders of "B" Ordinary Shares, a holder of "B" Ordinary Shares or any associated company or affiliate of a holder of "B" Ordinary Shares, and (iii) in the case of any director appointed by any other person in accordance with these Articles, that person or any associated company or affiliate of that person

For these purposes -

“Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the Company could take advantage of the property, information or opportunity),

“associated company” means, in relation to any holder of shares in the capital of the Company being a company, a subsidiary or holding company for the time being of such company or a subsidiary for the time being of any such holding company, and

“affiliate” means, (i) in relation to any holder of shares in the capital of the Company being one or more partners in a partnership, any other partner of that partnership, and any manager of or adviser to that partnership, (ii) in relation to any holder of shares in the capital of the Company being a limited liability partnership, any member of that limited liability partnership, and any manager of or adviser to that limited liability partnership, and (iii) in relation to any holder of shares in the capital of the Company being a trustee, any beneficiary or unitholder of the trust of which it is trustee, and any manager of or adviser to that trust

25 A Director’s duties to the Company arising from his holding office as director shall not be breached or infringed as a result of any Conflict Situation envisaged by Article 24 having arisen or existing in relation to him, and he shall not be held accountable to the Company for any remuneration, profit or other benefit which he directly or indirectly derives from or in connection with any such Conflict Situation

26 No Director shall be entitled to any remuneration for his services and a Director shall not be required to hold any shares of the Company by way of qualification

27 Subject to

(A) the provisions of sections 177 and 182 of the Act, and

(B) the terms of any authorisation of a conflict made in accordance with the provisions of Article 28,

a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether a quorum is present when any such contract or arrangement is under consideration Regulation 14 shall be modified accordingly

28 Directors’ powers to authorise conflicts of interest

(A) The Directors may, in accordance with the requirements set out in this Article 28, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest (a “**Conflict**”)

(B) Any authorisation under this Article will be effective only if

(1) the matter in question shall have been proposed by any Director for consideration at a meeting of directors 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,

- (2) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question, and
 - (3) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- (C) Any authorisation of a Conflict under this Article may (whether at the time of giving the authority or subsequently)
 - (1) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
 - (2) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine, and
 - (3) be terminated or varied by the Directors at any time

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation
- (D) In authorising a Conflict the Directors may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to
 - (1) disclose such information to the Directors or to any Director or other officer or employee of the company, and
 - (2) use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence
- (E) Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director
 - (1) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,
 - (2) is not given any documents or other information relating to the Conflict, and
 - (3) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict
- (F) Where the Directors authorise a Conflict
 - (1) the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict, and
 - (2) the Director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation

- (G) 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

DISQUALIFICATION OF DIRECTORS

- 29 The office of director shall be vacated if the director
- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (B) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director, or
 - (C) becomes of unsound mind, or
 - (D) resigns his office by notice in writing to the Company, or
 - (E) is removed from office in accordance with the provisions of these Articles or by ordinary resolution of the Company

PROCEEDINGS OF DIRECTORS

- 30 In Regulation 88 the words commencing "It shall not be necessary to give notice of a meeting to a Director absent from the United Kingdom" shall be omitted
- 31 The Directors or the Company by ordinary resolution may appoint a person 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 fixed by or in accordance with these Articles as the maximum number of directors
- 32 All or any of the Directors or the members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear and speak to 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 most of those participating are assembled, or, if there is no such group, where the Chairman of the meeting then is

DIVIDENDS

- 33 Unless each member shall agree otherwise in respect of a proposed distribution to the members, the share capital and income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be distributed directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company

INDEMNITY

- 34 Subject to and to the fullest extent permitted by the Act, but without prejudice to any indemnity to which he may be otherwise entitled

- (A) every Director and alternate director (and every director or alternate director of any company which is an associated company of the Company as defined in section 256 of the Act (an "**associated company**")) shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether civil or criminal) or any regulatory investigation or action which relate to anything done or omitted or alleged to have been done or omitted by him in his capacity as such save that no such person shall be entitled to be indemnified (whether directly or indirectly)
- (1) for any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or any associated company of the Company,
 - (2) for any fine imposed in criminal proceedings which have become final,
 - (3) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
 - (4) for any liability incurred by him in defending any criminal proceedings in which he is convicted and such conviction has become final,
 - (5) for any liability incurred by him in defending any civil proceedings brought by the Company or an associated company of the Company in which a final judgment has been given against him, and
 - (6) for any liability incurred by him in connection with any application under sections 661(3) or (4) or 1157 of the Act in which the court refuses to grant him relief and such refusal has become final,
- (B) every Director and alternate director (and every director or alternate director of any associated company of the Company) shall be entitled (i) to have funds provided to him by the Company to meet expenditure incurred or to be incurred by him in defending himself in any proceedings (whether civil or criminal) or in connection with an application for relief (as defined in section 205(5) of the Act) or in an investigation, or against action proposed to be taken, by a regulatory authority or (ii) to receive assistance from the Company as will enable any such person to avoid incurring such expenditure, where such proceedings, application, investigation or action are in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company of the Company, provided that he will be obliged to repay any funds provided to him no later than
- (1) in the event he is convicted in such proceedings, the date when the conviction becomes final, or
 - (2) in the event of judgment being given against him in such proceedings, the date when the judgment becomes final, or
 - (3) in the event of the court refusing to grant him such relief, the date when the refusal becomes final, or
 - (4) in the event he becomes liable for any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, the date on which any appeal relating to

such sum becomes final (within the meaning of section 205(3) of the Act),
and

- (C) every Director and alternate director shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any of the Company's activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act) save that no director or alternate director shall be entitled to be indemnified
- (1) for any fine imposed in criminal proceedings which have become final,
 - (2) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, and
 - (3) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final

PURCHASE OF INSURANCE

- 35 Subject to the Act, the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or any associated company of the Company or in which the Company has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of any such body corporate is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer, employee or trustee