

Company Number: 9834771

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
CLAXTON ESTATES LIMITED

Passed on 21 September 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), all the members of the Company who would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolution to take effect as a special resolution

SPECIAL RESOLUTION

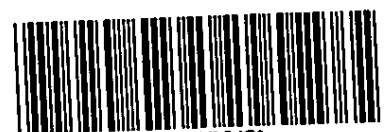
That the regulations set forth in the printed document attached to this written resolution and for the purposes of identification marked with an 'A', be approved and adopted as the articles of association of the Company pursuant to section 21 of the Act, in substitution for, and to the exclusion of, all existing articles of association of the Company

Signed by all the members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolution above been put to such meeting

Signed 

A director
Theakston Estates (Mickle Hill) Limited
Date of signature 21 September 2016

THURSDAY



A19 22/09/2016 #218
COMPANIES HOUSE

NOTES

- A If you agree to the special resolution set out above (the **Resolution**), please indicate your agreement by signing above, dating your signature where indicated and returning it to the Company by hand or sent by pre-paid first class post to the Company's registered office address. If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- B Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- C Unless, within 28 days of the date of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement is submitted by that time.
- D If you are signing the Resolution on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Company Number: 9834771

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The Companies Act 2006

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

CLAXTON ESTATES LIMITED

(Adopted by special resolution on 21 September 2016)

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Company number: 9834771

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CLAXTON ESTATES LIMITED (the Company)

PART 1 - INTERPRETATION AND ADOPTION OF MODEL ARTICLES

1 Defined terms

1 1 In these articles, unless the context requires otherwise

Act means the Companies Act 2006

Appointor has the meaning given in article 13 1

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

Clear Days means (in relation to the period of a notice) that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect

Conflict has the meaning given in article 8 1

corporate representative has the meaning given to that term in article 28

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

Interested Director has the meaning given in article 8 1

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

relevant loss has the meaning given to that term in article 33 2 2

relevant officer has the meaning given to that term in articles 32 3 2 and 33 2 1, as the case may be, and

United Kingdom means Great Britain and Northern Ireland

- 1 2 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these articles
- 1 3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles
- 1 4 A reference in these articles to an **article** is a reference to the relevant article of these articles unless expressly provided otherwise
- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- 1 5 1 any subordinate legislation from time to time made under it, and
- 1 5 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 For the avoidance of any doubt, the Company's objects are unrestricted

2 Adoption of the model articles

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these articles or are inconsistent with these articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation
- 2 2 Articles 7(2), 8, 11(2) and (3), 14(1) to (5) (inclusive), 17(2), 44(2), 52 and 53 of the Model Articles shall not apply to the Company

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

Article 3 of the Model Articles shall be amended by the insertion of the words "and to the applicable provisions for the time being of the Companies Acts", after the phrase "subject to the articles"

4 Committees

Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of power, authority or discretion by the committee

DECISION-MAKING BY DIRECTORS

5 Unanimous decisions

5 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter

5 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing

5 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

6 Quorum for directors' meetings

6 1 Subject to article 6 2, the quorum for the transaction of business at a meeting of directors is any two eligible directors

6 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 8 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director

6 3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision

6 3 1 to appoint further directors, or

6 3 2 to call a general meeting so as to enable the shareholders to appoint further directors

7 Transactions or other arrangements with the company

7 1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

- 7 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- 7 1 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,
- 7 1 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,
- 7 1 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 7 1 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- 7 1 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

8 **Directors' conflicts of interest**

- 8 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**)
- 8 2 Any authorisation under this article 8 will be effective only if
- 8 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine,
- 8 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and

- 8 2 3 matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 8 3 Any authorisation of a Conflict under this article 8 may (whether at the time of giving the authorisation or subsequently)
- 8 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
- 8 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict,
- 8 3 3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict,
- 8 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
- 8 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
- 8 3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 8 4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 8 5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 8 6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

9 Records of decisions to be kept

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

APPOINTMENT OF DIRECTORS

10 Number of directors

The number of directors is not subject to any maximum, unless the Company by ordinary resolution decides otherwise. The minimum number of directors (other than alternate directors) is two

11 Appointment and removal of directors

11 1 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

11 2 Notwithstanding any other provision of these articles, a shareholder or shareholders holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the shareholder or shareholders making the same, or in the case of a shareholder being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument

12 Directors' expenses

Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur"

13 Appointment and removal of alternate directors

13 1 Any director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

13 1 1 exercise that director's powers, and

13 1 2 carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

- 13 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors
- 13 3 The notice must
- 13 3 1 identify the proposed alternate, and
- 13 3 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice
- 14 **Rights and responsibilities of alternate directors**
- 14 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor
- 14 2 Except as the articles specify otherwise, alternate directors
- 14 2 1 are deemed for all purposes to be directors,
- 14 2 2 are liable for their own acts and omissions,
- 14 2 3 are subject to the same restrictions as their appointors, and
- 14 2 4 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 14 3 A person who is an alternate director but not a director
- 14 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),
- 14 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and
- 14 3 3 shall not be counted as more than one director for the purposes of articles 14 3 1 and 14 3 2
- 14 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present
- 14 5 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's

appointor's remuneration as the appointor may direct by notice in writing made to the Company

15 Termination of alternate directorship

15 1 An alternate director's appointment as an alternate terminates

15 1 1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,

15 1 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

15 1 3 on the death of the alternate's appointor, or

15 1 4 when the alternate's appointor's appointment as a director terminates

16 Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

PART 3 - SHARES AND DISTRIBUTIONS

SHARES

17 Replacement share certificates

In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity"

18 Transmission of shares

Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 11 1," after the word "But"

19 Transmittees bound by prior notices

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

DIVIDENDS AND OTHER DISTRIBUTIONS

20 Payment of dividends and other distributions

Articles 31(1)(a) to (d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide"

PART 4 - DECISION MAKING BY SHAREHOLDERS

21 Convening general meetings

The directors may call general meetings and, on the requisition of shareholders pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the Act. If there are not sufficient directors to call a general meeting, any director or the shareholders requisitioning the meeting (or any of them representing more than one half of the total voting rights of them all) may call a general meeting. If the Company has only a single shareholder, such shareholder shall be entitled at any time to call a general meeting.

22 Notice of general meetings

22.1 General meetings (other than an adjourned meeting) shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the shareholders having a right to attend and vote, being a majority together holding not less than ninety per cent (90%) in nominal value of the shares at the meeting, giving that right.

22.2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

22.3 Subject to the provisions of these articles and to any restrictions imposed on any shares, the notice shall be given to all shareholders, to all persons entitled to a share in consequence of the death or bankruptcy of a shareholder (if the Company has been notified of their entitlement) and to the directors, alternate directors and the auditors for the time being of the Company.

22.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

23 Quorum for general meetings

No business shall be transacted at any meeting unless a quorum is present. Subject to section 318(2) of the Act, two qualifying persons (as defined in section 318(3) of the Act) entitled to vote upon the business to be transacted shall be a quorum, provided that if the Company has only a single shareholder, the quorum shall be one such qualifying person.

24 Adjournment

Article 41(1) of the Model Articles shall be amended by inserting the following sentence at the end of the first sentence of that article "If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved"

VOTING AT GENERAL MEETINGS

25 Voting: general

25 1 Subject to any rights or restrictions attached to any shares, on a show of hands, every shareholder who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative (unless the representative is himself a shareholder, in which case he shall have more than one vote) shall have one vote A proxy shall not be entitled to vote on a show of hands

25 2 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

26 Poll votes

26 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

26 2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

27 Proxies

27 1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

27 2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

28 Representation of corporations at meetings

Subject to the Act, a company which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or

representatives at a meeting of the Company or at a separate meeting of the holders of a class of shares or the Company (**corporate representative**) A director, secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers

29 Written shareholder resolutions

A resolution of the shareholders may be passed as a written resolution in accordance with Chapter 2 of Part 13 of the Act

PART 5 - ADMINISTRATIVE ARRANGEMENTS

30 Means of communication to be used

30 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

30 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or three business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least three business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

30 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,

30 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and

30 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

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

30 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

31 Company seals

Article 49(3) of the Model Articles shall be amended by the insertion of the words "by either at least two authorised persons or" after the word "signed"

DIRECTORS' INDEMNITY AND INSURANCE

32 Indemnity

32 1 Subject to article 32 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

32 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

32 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 32 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

32 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

32 3 In this article

32 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

32 3 2 a **relevant officer** means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act))

33 Insurance

33 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

33 2 In this article

33 2 1 a **relevant officer** means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act)),

- 33 2 2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- 33 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate