



CERTIFICATE OF UPDATING

**THIS IS TO CERIFY THAT THIS IS AN UPDATED COPY OF THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

OF

ANDRAS HOUSE LIMITED

AS AT 28th APRIL 2017

SIGNED

Director/Secretary

22 MAY 2017

DELIVERED

TUESDAY



J671Y4PF
JNI 23/05/2017 #3
COMPANIES HOUSE



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COMPANIES (NORTHERN IRELAND) ORDERS 1986 -1990

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of ANDRAS HOUSE LIMITED

(Company Number NI015097)

(Amended by special resolution
passed on the 28th day of April 2017)

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 ("Table A") shall apply to the company save insofar as they are varied or excluded by or are inconsistent with these articles of association ("articles").
- 1.2 Any reference in these articles to a regulation shall be construed as a reference to the regulation of that number contained in Table A and any reference to the "Act" shall be a reference to the Companies Act 1985
- 1.3 Where the context so requires words importing the singular number shall include the plural and vice versa and words importing the masculine shall include the feminine.
- 1.4 Any reference in these articles to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time

2. SHARE CAPITAL

2.1 Authorised Share Capital

- 2.1.1 The authorised share capital of the company is £3,700,000 divided into 3,528,000 ordinary shares of £1 each and 172,000 "A" ordinary shares of £1 each.

2.2 Share Warrant

- 2.2.1 Subject to any statutory restrictions or other provisions for the time being in force, the company may with respect to any fully paid up ordinary shares and at the written request of the holder thereof, issue as a deed a warrant ("Share Warrant") stating that the bearer of the warrant is entitled to the

ordinary shares specified in it whereupon the company shall forthwith comply with its obligations contained in article 363 of the Companies Act 1985. A Share Warrant shall be issued upon such terms and subject to such conditions as may be resolved by the directors and as varied, amended or supplemented, from time to time.

- 2.2.2 The bearer of a Share Warrant shall have the rights and be subject to the terms and conditions in relation thereto conferred or imposed by the directors from time to time and whether made before or after the issue of the Share Warrant.
- 2.2.3 All the provisions contained in these articles and, to the extent that the same applies to the company, Table A, with reference to share certificates, lien and the transfer and transmission of shares shall not apply to any ordinary shares included in a Share Warrant.
- 2.3 Subject to the provisions of Article 90 of the Act, the directors are authorised to exercise the power of the company to allot from time to time all or any of the shares of the company which have not for the time being been allotted at such time or times and on such conditions as they shall in their absolute discretion think fit provided that
 - 2.3.1 this authority shall expire five years from the date of adoption of these articles
 - 2.3.2 the aggregate number of shares which the directors may allot pursuant to this authority shall not exceed the number of unissued shares in the authorised share capital of the company at the date of adoption of these articles: and
 - 2.3.3 the provisions of Article 99(1), 100 or 100(6) of the Act shall not apply to the company.
- 2.4 Subject to the provisions of these articles, all unissued shares shall be at the disposal of the directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally upon such terms as they think fit, but so that no shares shall be issued at a discount
- 2.5 Subject to the provisions of Chapter VII of the Act the company may:
 - 2.5.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholder
 - 2.5.2 purchase its own shares (including any redeemable shares); and
 - 2.5.3 make a payment in respect of the redemption or purchase, under Article 169 and Article 170 or (as the case may be) Article 172 of the Act and the relevant power contained in article 2.5.2 or 2.5.3, of any of its own shares

otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares to the extent permitted by Articles 180 to 182 of the Act.

- 2.6 If at any time the share capital of the company is divided into different classes of shares, Chapter II of Part VI of the Act shall apply to the variation of the rights attached to any such class.

2.7 Dividends may be declared and paid in respect of one class of share and not the other.

- 2.8 Save as described at Article 2.7 above, the holders of the "A" ordinary shares and the holders of the ordinary shares shall enjoy the same rights relative to their shareholdings.

3. PROCEEDINGS AT MEETINGS

- 3.1 Regulations 53 and 93 shall be modified by the addition of the following sentence:

"A resolution in writing may consist of a facsimile, telex or cable transmission which shall be deemed to be and shall (provided that the same is properly completed) be treated as the resolution executed by the person sending the same or on whose behalf the same was sent"

- 3.2 At any time when the entire issued share capital of the company is beneficially owned by any holding company of the company (as defined in Article 4 of the Act), a duly authorised representative of such holding Company appointed by resolution of a duly convened board meeting of such holding Company shall be considered a sufficient quorum at any general meeting of the company provided always that proper notice thereof have been given.

- 3.3 No person shall as bearer of a share warrant be entitled to attend or vote or exercise in respect thereof any of the rights of a member at any general meeting of the company, or sign any requisition for or aid in calling any general meeting, unless prior to the time appointed for the meeting, in the first case, and unless before the requisition is left at the office, in the second case, he shall have deposited the share warrant at the registered office or such other place as the directors appoint together with a statement in writing of his name and address, and unless the share warrant shall remain so deposited until after the general meeting or any adjournment thereof shall have been held.

4. DIRECTORS

- 4.1 Unless and until otherwise determined by an ordinary resolution of the company the number of the directors shall be not more than 7.

- 4.2 A sole director may act alone in exercising all the powers authorities and

discretions vested in the board of directors

4.3 Regulation 64 shall not apply.

4.4 A director need not hold any shares of the company to qualify him as a director

4.5 A director, notwithstanding that he does not hold any shares in the capital of the company, shall be entitled to receive notice of and attend and speak at all] general meetings of the company and at all separate general meetings of the holders of any class in the capital of the company.

5. ALTERNATE DIRECTORS

5.1 In regulation 66, the last sentence shall be deemed to be deleted.

6. APPOINTMENT AND REMOVAL OF DIRECTORS

6.1 Any person may be appointed to be a director, either to fill a casual vacancy in the number of the directors or as an additional director, either by a memorandum in writing signed by the holder or holders for the time being of a majority of the ordinary shares in the capital of the company at any time and from time to time and sent to or left at the registered office of the company, or by an ordinary resolution of the company.

6.2 Without prejudice to article 6.1, any casual vacancy in the number of the directors may be filled by the directors and the directors may at any time and from time to time appoint any person as an additional director.

6.3 Regulations 73 to 80 shall not apply.

6.4 Subject to regulation 81, a director (howsoever appointed) may be removed at any time by the holder or holders for the time being of a majority of the Ordinary Shares in the capital of the company or, if there is only one holder of shares in the company, by the sole holder of shares in the capital of the company.

6.5 A sole holder of shares in the capital of the company may at any time from time to time appoint any person to be an alternate director for any director (in which case the director shall during the currency of such appointment have no right to appoint an alternate director himself and shall have no right to remove such alternate director or to direct him how to vote or act) or to remove from office any alternate director (whether or not appointed by the sole holder of shares in the capital of the company) but so that in the case of appointment the alternate director shall be deemed for the purposes of these Articles to have been appointed by such director and no approval of the directors shall be required.

6.6 Any appointment or removal referred to in Articles 6.4 and 6.5 above shall be in writing served on the company and signed by the holder or holders for the time

being of the majority of the ordinary shares in the capital of the company or by the sole holder of shares in the capital of the company. Any such appointment, removal, consent or notice may be given by post, facsimile, cable or telex transmission or may be made by telephonic advice to the secretary of the company and shall take effect from its communication to the company or the secretary as aforesaid. In the case of any telephonic advice the same shall be confirmed in writing or by facsimile, cable or telex transmission as soon as reasonably practicable.

DIRECTORS' EXPENSES

- 1 The directors may be paid all travelling, hotel and other expenses wholly exclusively and necessarily incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties. Regulation 83 shall not apply.

PROCEEDINGS OF DIRECTORS

- 1 Not less than seven days notice, or such shorter period as they may unanimously agree, of meetings of the directors shall be given to each of the directors at his address as notified to the directors whether present in the United Kingdom or not. The third sentence of regulation 88 shall be deemed to be deleted.
- 2 The chairman of a meeting of the directors or of a committee of the directors shall be elected by all the directors (and/or their alternates) present at the meeting. The chairman shall not at any such meeting have a second or casting vote and the penultimate sentence of regulation 88 shall be deemed to be deleted.
- 3 Notice of a meeting of the directors shall include an agenda specifying in reasonable details the matters to be discussed at the meeting. No business which is not within the direct scope of the agenda shall be put to the vote at such meeting unless all the directors present otherwise agree.
- 4 The quorum necessary for the transaction of the business of directors shall be two, save in the case where there is a sole director. Regulation 89 shall be deemed to be modified accordingly.
- 5 Any such resolution as is referred to in regulation 93 may consist of several documents in the like form each signed or approved in writing or by telex, cable or facsimile transmission by one or more of the directors or their alternates in that regulation referred to.
- 6 A director who pursuant to regulation 85 has declared at a meeting of the directors the nature and extent of his interest in a contract, proposed contract, transaction or arrangement with the company shall be entitled to vote in respect of that contract, proposed contract, transaction or arrangement, or upon any matter arising therefrom and, if he shall do so, his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors or of the committee of directors at which the vote is taken. Regulations 94 and 95 shall not