

COMPANIES ACTS, 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HAMILTON HEATH ESTATES LIMITED

(Company registration number: 03774069)



(Adopted by special resolution passed on the 16 day of October 2019)

PRELIMINARY

- 1 The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.
- 2 Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

GENERAL MEETINGS

- 3 In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.
- 4 One member may constitute a quorum where the Company is a single member company.

AUDITORS

- 5 The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

SHARE CAPITAL

- 6 The Company is a private company limited by shares, within the meaning of the Act.
- 7 The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount.
- 8 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be

created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

- 9 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price.

APPOINTMENT OF DIRECTORS

- 10 The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.
- 11 Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one
- 12 A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

PROCEEDINGS OF DIRECTORS

- 13 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- 14 The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
- 15 The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

SECRETARY

- 16 The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 10 of the Act

SEAL

- 17 In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

SHARE TRANSFERS IN CONNECTION WITH SECURED INSTITUTIONS

18. SHARE TRANSFERS IN CONNECTION WITH SECURED INSTITUTIONS

18.1 Notwithstanding anything contained in these Articles, the directors of the Company (a) may not decline and shall promptly register any transfer of shares and (b) may not suspend any registration thereof, in each case where such transfer is:-

- (i) to a bank, building society, institution or company to which such shares have been charged by way of security (whether as lender, or agent and trustee for a group of banks, building societies, institutions, companies or otherwise) or to any nominee or any transferee of such a bank, building society, institution or company (a "**Secured Institution**"); or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution or its nominee or transferee as legal owner of the shares; or
- (iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security; or
- (iv) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee or transferee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (v) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee or transferee;
- (vi) no Secured Institution or its nominee or transferee; and
- (vii) no receiver or manager appointed by or on behalf of any Secured Institution or its nominee or transferee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members or shareholders for the time being of the Company or any of them, and no such member or shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

18.2 No resolution shall be proposed or passed the effect of which would be to delete or amend this Article 18 unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company.