

THE COMPANIES ACT 2006

COMPANY NUMBER: 7992269

SPECIAL RESOLUTION OF A.E. GEORGE COMMERCIALS LIMITED

CIRCULATION DATE: 15th March 2012

We, Reddings Company Secretary Limited, being, as at the date of this resolution, the only member of the above-named company entitled to receive notice of and attend and vote at General Meetings HEREBY PASS the following resolution as a SPECIAL RESOLUTION on 15th March 2012 pursuant to Sections 21 and 281(1)(a) and Chapter 2 of The Companies Act 2006

IT IS RESOLVED that the present Articles of Association of the Company shall forthwith cease to apply and that the new Articles (a copy of which is attached hereto and initialled on behalf of Reddings Company Secretary Limited) immediately be adopted in their stead

Dated 15th March 2012

Signed



For & on behalf of Reddings Company Secretary Limited

Important Instructions to Members

- (a) Please signify your agreement to the above written resolution by signing two copies on the line provided for your signature. Please also initial the front page of the Articles attached to each copy of this resolution
- (b) The above resolution must be signed by Members representing not less than 75% of the total voting rights of the Members of the Company at the circulation date by not later than 28 days after (and including) the circulation date ("the expiry date"). If the required majority of Members has signed the resolution prior to the expiry date then the Company Secretary/a Director may date the resolution at any date on or after the first date when those members have signed the resolution provided that such date does not fall after the expiry date
- (c) If the resolution is not passed by the expiry date then it will lapse

SATURDAY



A37 14/07/2012 #138
COMPANIES HOUSE

THE COMPANIES ACT 2006



COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF A.E. GEORGE COMMERCIALS LIMITED

(As adopted by Special Resolution dated 15th March 2012)

PRELIMINARY

- 1 The model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) (the "Model Articles") shall apply to the Company subject to the exclusions and modifications and together with the additional provisions set out in these Articles

LIABILITY OF MEMBERS

- 2 Without prejudice to the generality of Article 1 above but for the avoidance of doubt, Regulation 2 in the Model Articles (reading as follows) shall apply to the Company –

"The liability of the members is limited to the amount, if any, unpaid on the shares held by them "

DECLARATION OF DIRECTORS' INTERESTS

- 3 Subject to the obligations to declare interests in accordance with the terms of Sections 177 and 182 of the Companies Act 2006, a Director is entitled to vote at any meeting of the Directors or of a committee of Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not the Director in question votes upon it) that Director shall be taken into account in calculating the quorum present at the meeting

Regulation 14 in the Model Articles shall not apply to the Company

QUORUM FOR DIRECTORS' MEETINGS

- 4 The quorum for Directors' meetings is two provided that if and for so long as the Company only has one Director then the quorum shall be one

Regulation 11(2) in the Model Articles shall not apply to the Company

VOTING RIGHTS OF DIRECTORS

- 5 Subject to the Articles, each Director present at a meeting of the Directors shall have one vote

APPOINTMENT OF DIRECTORS

- 6 In any case where, as a result of death, the Company has no shareholders and no Directors, the transmittee(s) of the last shareholder to have died shall have the right, by notice in writing, to appoint as Director(s) any person or persons (including any transmittee) who is willing to act and is permitted to do so

Regulation 17(2) in the Model Articles shall not apply to the Company

SHARE TRANSFERS AND DISAPPLICATION OF PRE-EMPTION RIGHTS ON ALLOTMENT

- 7 The Directors may, in their absolute discretion refuse to register the transfer of a share. If the Directors refuse to register the transfer of a share, the instrument of transfer must, within a reasonable period after the refusal, be returned to the transferee with the notice of refusal unless the Directors suspect that the proposed transfer may be fraudulent

Regulation 26(5) in the Model Articles shall not apply to the Company

- 8 Pursuant to section 569 of the Companies Act 2006, section 561 of the Companies Act 2006 (which imposes statutory rights of pre-emption) shall not apply to the Company

PROHIBITION AGAINST CHARGING OF SHARES

- 9 Except with the prior written approval of the Directors which may be given or withheld as the Directors in their absolute discretion decide no member shall be entitled to dispose of any legal or beneficial interest in any share or shares in the Company or create any lien, charge or option over or otherwise grant any right over any such shares except for a transfer of the legal ownership of the shares (subject nevertheless to any other provisions of the Articles) and any shares transferred by any member shall be transferred with full title guarantee free from all liens, charges and encumbrances and other third party rights and together with all rights for the time being attaching thereto

PROXY NOTICES

- 10 A proxy notice may be in either of the forms following or as near thereto as circumstances allow -

" _____ Limited

I/We _____, of _____
being a member/members of the above-named company, hereby appoint

of _____
or failing him,
of _____ as my/our proxy to vote in
my/our name(s) and on my/our behalf at the general meeting of the Company
to be held on _____ 20____, and at any adjournment thereof

Signed on _____ 20____ "

Where it is desired to afford members an opportunity of instructing the proxy how he shall act –

This form is to be used in respect of the resolutions mentioned below as follows

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

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