

WEDNESDAY



A6IARGVM

A22

01/11/2017

#399

COMPANIES HOUSE

Company number: 04426409

PRIVATE COMPANY LIMITED BY SHARES

HENDERSONS BUILDING SERVICES LIMITED ("the Company")

NEW ARTICLES OF ASSOCIATION

On 12 September 2017 the resolution set out below was duly passed as a written special resolution of the Company.

SPECIAL RESOLUTION:

THAT the attached Articles of Association of the Company be amended by inserting the following new Article 17A into the Company's articles of association:

17A. *Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:*

- (i) to a person to whom such shares have been charged by way of security granted pursuant to a court order (a Chargee);*
- (ii) executed by a Chargee pursuant to the power of sale or other power under any such security; or*
- (iii) executed by a receiver or manager appointed by or on behalf of any Chargee, under any such security,*

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

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Chargee;*
- (ii) no Chargee; and*
- (iii) no receiver or manager appointed by or on behalf of a Chargee,*

shall be required to offer the shares which are or are to be the subject of any such transfer to the Members for the time being of the Company or any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not,

and lastly, notwithstanding anything to the contrary contained in these Articles, the Company shall not have any lien over shares charged by way of security granted pursuant to a court order.

The amendments set out above together with the enclosed articles of association comprise the Company's articles of association.