

Company No. 2095019

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

SELECTEXTRA LIMITED

At an Extraordinary General meeting of the Company duly convened and held at 51 HARRINGTON GARDENS, LONDON SW7 ENGLAND on the 25TH day of AUGUST 1987 the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

1. (i) That the Authorised Share Capital of the Company be increased from £100 to £10,000 by the creation of £9,900 ordinary shares of £1 ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.

(ii) That pursuant to Section 80 of the Companies Act 1985 the Directors be and are hereby unconditionally authorised to allot all or any of the unissued shares in the Authorised Share Capital of the Company at the date of this Resolution at any time or times during the period of five years from the date hereof.

(iii) That subject to the passing of Resolution (i) and (ii) above and pursuant to the authority therein conferred the Directors of the Company be and are hereby given power to allot equity securities (as defined in Section 94 of the Companies Act 1985) as if Section 89(1) of the Act did not apply to such allotment

2. The Objects for which the Company is established are:-

(A) (1) To acquire the freehold or head leasehold interest in the property known as 51



Harrington Gardens London SW7 ("the property") and to accept surrenders of, extend, modify or in any way dispose of any of the leases of any of the flats comprised in the property ("the flats") and to grant new leases thereof and to collect rents and income therefrom including without limitation income in respect of services provided to lessees of the flats.

- (2) To manage and administer the property and to execute and do all such instruments, acts and things as may be requisite for the purpose of ensuring the efficient management and administration thereof.
- (3) To lay out, maintain, replant and repair any gardens, lawns, shrubberies, playgrounds and other amenities in or attached to the property and to build, rebuild, erect, maintain, repair and improve boundary and other walls and fences.
- (4) To construct, maintain, repair and improve roads, paths, heating and lighting installations, sewers, drainage installations and other appurtenances and amenities of the property and to keep the same in good order and condition
- (5) To engage full-time or part-time servants for the purpose of carrying out any of the objects of the Company.
- (6) To enter into contracts for insurance and indemnity in respect of any liability of the Company or of the lessees of the flats for claims arising from the use of the property or any part thereof in common by the lessees or occupiers of the flats or by any other persons lawfully on the property and to effect and maintain insurance against loss or injury to any property of or to any persons employed by the Company.
- (7) To keep the property properly lit, heated, cleaned, drained and free from litter.
- (8) To make regulations for the use of the property and the flats by the lessees and occupiers of the flats and their licensees.

(9) To carry on all or any of the business of proprietors or managers of houses, flats or other buildings or land and of builders, contractors, plumbers, decorators, carpenters, joiners and gas and electric light, hot water and sanitary engineers.

(10) To acquire develop and turn to account any land or any interest therein and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving houses, flats and buildings of all kinds and by planting, paving, drainage, farming, cultivating, letting on building lease or agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any moveable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the

performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited rights of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any Shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in

conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may be seen directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such

purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

...*Pet. H. H. H.*...

Chairman