

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

**APOLLO 3 MANAGEMENT COMPANY LIMITED**

1. The name of the Company is **APOLLO 3 MANAGEMENT COMPANY LIMITED**
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
  - 3.1. 3.1.1 The company has power to manage, hold, own, lease, mortgage, sell and operate Apollo Office Radclive Road, Gawcott, Buckinghamshire (the "Estate"). Only persons and companies holding a freehold or leasehold interest in the Estate may be a shareholder in the company apart from the subscriber to the Memorandum.
  - 3.1.2. To maintain, repair, alter, improve and clean any paths, ways, sewers, drains, service systems, land or building or other property which are part of the Managed Property and to provide any appropriate services, benefits, amenities or conveniences in relation to any land buildings or other property or the occupiers thereof.
  - 3.1.3 Without prejudice to the generality of the foregoing to administer and maintain all the landscaped amenity areas which form part of the Managed Property and to remove and replace any trees planted in connection with the landscaping of the Managed Property in the event of the same dying or being removed for any reason.
- 3.2. Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of or render profitable or more profitable, any of the Company's property, rights or activities.

- 3.3. To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or, in connection with the Company's business or any branch or department thereof.
- 3.4. To sell, improve, manage, develop, turn to account, exchange, let or rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Directors of the Company may think fit.
- 3.5. To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6. To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatsoever, the performances of the liabilities and obligations of and the repayment or payment of any moneys whatsoever by any person, firm or company including (but not limited to):-
  - 3.6.1. any liabilities and obligations whatsoever of, and the repayment or payment of any moneys whatsoever by, any company which is for the time being or is likely to become the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
  - 3.6.2. any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
  - 3.6.3. the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities.
- 3.7. To borrow or raise by any means (including but not limited to the issue of securities) money for the purposes of or in connection with the Company's business.

- 3.8 To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as the Directors of the Company may think fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities by way or mortgage either outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertaking, the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lead, invest and deal with the moneys of the Company upon such securities and in such manner, and to advance money or give credit to such persons and on such terms, as the Directors of the Company may from time to time approve.
- 3.10 To receive money on deposit or lean upon such terms as Directors of the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To provide pensions, insurances, allowances, gratuities, bonuses and Incentives and benefits of every description to officers, ex-officers, employees, or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or of any predecessor in business of any such company or the dependants or relatives of any of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing such benefits as aforesaid for any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may in the opinion of the Directors of the Company, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the officers, ex-officers, employees or ex-

employees of any predecessor in business of the Company or any such company as aforesaid.

- 3.19 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, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- 3.20 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.21 To do all or any of the above things in any part of the world and either as principal, agent, trustee, nominee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.22 To do all such other things as are incidental or conclusive to the above *Objects or any of them.*

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £1000 divided into 1000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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APOLLO BUSINESS PARKS LLP  
MILLGATE BARN  
RADCLIVE  
BUCKINGHAM  
MK18 4AB  
UK

Number of shares taken : 100

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DATED this Monday, December 04, 2006

The Companies Act 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

APOLLO 3 MANAGEMENT COMPANY LIMITED

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PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided the Regulations (hereinafter referred to as "Table A") contained in Table A of The Companies (Tables A to F) Regulations 1985 as amended shall constitute the regulations of the Company. In the case of any variation of inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 2,3,24,32 to 35 (inclusive) 54,64,73 to 78 (inclusive), 80,81,82,102 to 108 (inclusive), and 110 of Table A shall not apply to the Company.
3. 3.1 In regulation 1 of Table A, the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in articles adopting the same" shall be inserted after the words "contained in these regulations".  
3.2 In the regulations of the Company, where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expressing "paid up" shall include credit as paid up.

SHARE CAPITAL

4. 4.1 The share capital of the Company at the time of adoption of these Articles is that shown in Clause 5 of the Memorandum of Association.  
4.2 The shares in the Company shall be issued only to qualified persons as hereinafter defined.  
4.3 Subject to the provisions of Articles 4.2 and 4.5 and Section 80 of the Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot them to such persons, at such

times and on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

- 4.4 No shares shall be issued to any infant, bankrupt or person of unsound mind.
- 4.5 The provisions of sub-section (1) of Section 89 and Section 90 of the Act shall not apply to the Company.
5. Subject to Article 6 "a qualified person" means the owner for the time being of the Relevant estate in one of the dwelling units erected or to be erected on the development If the relevant estate is vested in more than one person then those persons are jointly "a qualified person". The "relevant estate" means the freehold estate or a leasehold estate registered at Her Majesty's Land Registry.
6. The subscribers to the Memorandum of Association shall be qualified persons notwithstanding that they do not fulfil the qualifications contained in Article 5 hereof, but any such subscriber shall transfer each of his shares in the Company at par to a qualified person as defined in Article 5 as soon as practicable following the completion of the construction of the last of the dwelling units referred to in that Article and thenceforth shall not be a qualified person.
7. No qualified person (other than the subscribers) shall hold more than one share in the Company, unless he is the owner of the relevant estate in more than one of the said dwelling units in which case he may hold one share for each dwelling unit.

#### **TRANSFER OF SHARES.**

8. No shares in the Company may be transferred by a member, or other person entitled otherwise than to a qualified person and subject to Article 7.
9. 9.1 No shares may be transferred to any infant, bankrupt or person of unsound mind.
- 9.2 The Directors may in their absolute discretion and without assigning any reason therefore refuse to register a transfer unless:-
- (a) it is lodged at the registered office of the Company or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
  - (b) it is in favour of not more than four transferees.
10. Within fourteen days from the date when a member shall cease to be a qualified person he shall transfer his share in the Company at par to the person to whom the relevant estate in the member's dwelling unit has been transferred. If within such fourteen days of the member ceasing to be a qualified person as aforesaid shall not have transferred the share to the person to whom the relevant estate has been transferred the Chairman for the time being of the Directors of the Company or

failing him one of the Directors duly nominated by resolution of the Board of Directors for that purpose shall forthwith be deemed to be the duly appointed attorney of the member with full power to execute, complete and deliver in the name and on behalf of the member a transfer of the member's share to the person to whom the relevant estate has been transferred.

### **VOTES OF MEMBERS**

11. A member who is for the time being not a qualified person shall not be entitled vote in respect of any share of which he is the registered holder.
12. On a show of hands every member entitled to vote who is present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and, on a poll, each member shall have one vote for every share of which he is the holder.
13. A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

### **DIRECTORS**

14. Unless and until otherwise determined by the Company in general meeting, the number of the Directors (other than alternative directors) shall not be less than one, there is no maximum number of Directors.
15. A Director shall not require a share qualification.
16. A person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
17. Without prejudice to the powers of the Directors under regulation 79 of Table A, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
18. Provided a Director declares his interest therein in manner provided by the Act he may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising out of the same, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.

### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

19. The office of a Director shall be vacated if:-
  - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or

- (b) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors, or
  - (c) he is, or may be, suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
  - (d) by notice in writing he resigns the office of Director, or
  - (e) he is removed from office by a resolution duly passed pursuant to Section 303 of the Act or Article 19.
20. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by extraordinary resolution remove any Director from office at any time and may (pursuant to Article 17) by ordinary resolution appoint another Director in his stead.

#### **ROTATION OF DIRECTORS.**

21. The Directors shall not be liable to retirement by rotation and accordingly the words "by rotation or otherwise" in regulation 67 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in regulation 79 of Table A and the last sentence of regulation 84 of Table A shall not apply to the Company.
21. In regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

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APOLLO BUSINESS PARKS LLP  
MILLGATE BARN  
RADCLIVE  
BUCKINGHAM  
MK18 4AB  
UK

Number of shares taken : 100

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DATED this Monday, December 04, 2006