

Amendments made to the existing Articles of Association of Atlas Estates Limited

Since the company's incorporation in 2006, there have been certain changes to the laws which govern the company. Accordingly, the company had to amend certain provisions within its Articles of Association in order to be consistent, and comply, with the new laws.

Below is a summary of the changes made to the company's Articles of Association.

- **Global amendments:**

- (a) all references to the 'The Companies (Guernsey) Laws 1995 to 1996 as amended' have been replaced with 'The Companies (Guernsey) Law, 2008 as amended' throughout;
- (b) all references to 'company limited by shares' have been replaced with 'non-cellular company limited by shares' throughout;
- (c) all references to 'articles of association' have been replaced with 'articles of incorporation' throughout;
- (d) all references to the defined term 'Shareholder' have been replaced with 'Member' throughout.

- **Specific Amendments:**

- (1) The following words have been added to the covering page of the articles below 'pursuant to a Special resolution of 13 December 2007':

'Pursuant to a Special Resolution of 2016'

- (2) The former Article 3(1) has been deleted:

'The authorised Share Capital of the Company at the date of adoption of these Articles is €1,000,000 divided into 100,000,000 Ordinary Shares of €0.01 each having the rights hereinafter described.'

- (3) The following wording has been deleted from the beginning of the former Article 4(1):

'and any rights attached to any existing shares any'

- (4) The following wording has been deleted from the former Article 4(2):

'may pay in respect of such purchase otherwise than out of its distributable profits or the proceeds of fresh issue of shares and'

- (5) The following wording has been deleted from the former Article 4(4) and replaced with reference to the defined term 'Laws':

'Companies (Purchase of Own Shares) Ordinance, 2006 out of distributable reserves as Treasury Shares in accordance with The Companies (Purchase of Own Shares) (Treasury Shares) Ordinance, 2006'

- (6) The following wording has been deleted from the former Article 5(1):

' , for the avoidance of doubt excluding any shares held at that time as Treasury Shares,'

(7) The following wording has been deleted from the end of the former Article 5(1):

'but not otherwise passed at a separate meeting'

(8) The following provisions have been deleted from the former Article 5(2):

' , except that in the case of a meeting held in connection with the variation or abrogation of the rights attached to the shares of the class :-

(a) the necessary quorum (other than at an adjourned meeting) shall be two persons at least holding or representing by proxy at least one- third in nominal amount of the issued shares of the class, for the avoidance of doubt excluding any shares held at that time as Treasury Shares or, at any adjourned meeting of such holders, the holder or holders of shares of the class, for the avoidance of doubt excluding any shares held at that time as Treasury Shares, who are present in person or by proxy, whatever his or their holdings;

(b) a poll may be demanded by any holder of shares of the class present in person or by proxy, for the avoidance of doubt excluding any shares held at that time as Treasury Shares; and

(c) the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively, for the avoidance of doubt excluding any shares held at that time as Treasury Shares.

(3) For the purposes of these Articles, a general meeting at which no holder of a share other than an Ordinary Share may, in his capacity as a Member, attend or vote shall also constitute a separate general meeting of the holders of the Ordinary Shares.'

(9) The following wording has been deleted from the former Article 7 and replaced with reference to the defined term 'Board':

'unissued shares shall be at the disposal of the Board which'

(10) The word '*them*' has been deleted from the former Article 7 and replaced with reference to '*any shares*'.

(11) The following wording has been deleted from the end of the former Article 7:

'and so that the amount payable on application on each share shall be fixed by the Board'

(12) The following wording has been deleted from the end of the former Article 8:

'or equitable contingent future, partial or other interest in any share or fraction or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety in the registered holder and whether or not such share shall be entered in the Register as held in trust nor shall the Company be bound to see to the execution of any trust to which any share may be subject'

(13) The following wording has been added after the word '*otherwise*' in the former Article 13(1):

'if the Board elects to issue shares certificates,'

(14) '14 days' has been deleted from the former Article 13(3) and replaced with '**2 months**';

(15) The following wording has been added after the word 'issue' in the former Article 13(3):

'the Laws or the KDPW Rules'

(16) The former Article 20 has been deleted in its entirety, being:

'The Board may determine that any class of shares shall cease to be a participating security for the purposes of any regulations issued under the Laws authorising transfers of shares in de-materialised form.'

(17) The following wording has been added after the phrase 'at the time' in the former Article 25:

'(not less than 14 days after notice of such call is provided to the Member)'

(18) The following wording has been added after the phrase 'further day' in the former Article 35:

(not less than 14 days after notice of such call is provided to the Member)

(19) The word '*Guernsey*' has been removed from the former Article 43(b)(iii).

(20) The word '*Guernsey*' has been removed from the former Article 43(c)(i).

(21) The word '*Guernsey*' has been removed from the former Article 43(c)(iii).

(22) The word '*Guernsey*' has been removed from the former Article 43(c)(iv).

(23) The word '*Guernsey*' has been removed from the former Article 43(c)(v).

(24) The following wording has been deleted from the end of the former Article 43(c)(v):

'including, without limitation, CREST Rule 7'

(25) The following wording has been deleted from the former Article 43(c)(xiii)(B):

'any of sub-paragraphs 8.1.1, 8.1.2, 8.1.3 and 8.1.4 of'

(26) The word '*Guernsey*' has been removed from the former Article 43(c)(xiii)(B).

(27) The following wording has been added after the phrase 'In addition' in the former Article 45 (1):

'the Board may refuse to register a transfer'

(28) The word '*this*' has been deleted from the former Article 48B(1) and replaced with the word '*these*'.

(29) The word 'increase' has been deleted from the former Article 50 and replaced with the word 'alter'.

(30) The following wording has been deleted from the former Article 50:

'by such sum to be divided into shares of such amount'

(31) The word 'The' has been deleted from the former Article 52 and replaced with the phrase 'Subject to Article 11, the'.

(32) The following wording has been deleted from the end of the former Article 52:

'For the purpose of giving effect to this Article the Board shall be entitled to disregard fractions. In the absence of any determination or so far as the same shall not extend new shares may be dealt with as if they formed part of the original capital and shall be subject to these Articles.'

(33) The phrase '(if applicable)' has been added after the word 'capital' in the former Article 53(3).

(34) The following wording has been deleted from the end of the former Article 54:

'In particular, the Board may:

(1) arrange for the sale, for the best price reasonably obtainable, of the shares representing the fractions to any person (including, subject to the provisions of the Laws, the Company) and distribute the net proceeds of the sale in due proportions amongst those Members; except that any amount otherwise due to a Member, being less than £5, or such other sum as the Board may from time to time determine, may be retained for the benefit of the Company,. For this purpose, the Board may;

(a) if the share is in certificated form, authorise any person to execute a transfer of the shares should to the purchaser of them or to his nominee;

(b) if the share is held in uncertificated form, exercise any of the Company's powers under Article 18 to give effect to the sale,

and, in each case, authorise a person to enter the name of the purchaser or his nominee in the Register as the holder of the shares which have been sold. The purchaser shall not be bound to see to the application of the purchase monies, and title to the shares shall not be affected by any irregularity in; or

invalidity of the proceedings relating to the sale. After the name of the purchaser or his nominee has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively; or

(2) Subject to the provisions of the Laws, if the necessary unissued shares are available, issue to each such holder credited as fully paid up by way of capitalisation the minimum number of shares required to round up his holding to a whole number (such issue being deemed to have been effected immediately before consolidation). The amount required to pay up such shares shall be appropriated, at the Board's discretion, from any sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or to the credit of the profit and loss account and capitalised by applying the same in paying up such shares.'

(35) The former Article 56 has been deleted in its entirety, being

'The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by the Laws.'

(36) Brackets have been inserted around the phrase *'(for the avoidance of doubt excluding any shares held at that time as Treasury Shares of the Company)'* in the former Article 59.

(37) The phrase *'paragraph (2) of this'* has been removed from the former Article 63(3).

(38) The word *'The'* has been deleted from the former Article 173 and replaced with the phrase *'Subject to the Laws, the'*.

(39) The phrase *'and subject to the Laws,'* has been added after the word *'Articles'* in the former Article 174.

- **Formatting and numbering:**

Additionally, numerous amendments have been made to the paragraph numbering and formatting, page numbering and contents page as a consequence of the aforementioned amendments numbered (1) – (39) above.