

**THE COMPANIES ACTS 1948 to 1976**

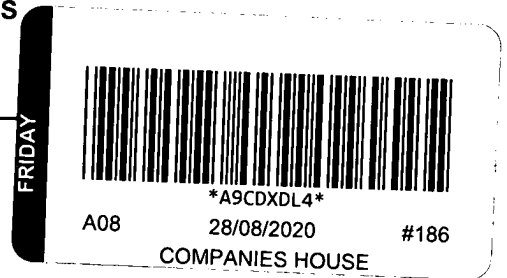
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

of

**BRUNTONS AERO PRODUCTS LIMITED**

(amended by Special Resolution on 13 August 2020)



**PRELIMINARY**

- 1 The following regulations and (subject as provided in these Articles) the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Act, 1967 (in these Articles called "Table A") shall constitute the regulations of the Company.
- 2 Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I and 5 in Part II of Table A shall not apply to the Company.

**SHARES**

- 3 Subject to the provisions of these Articles the shares in the original capital and any new shares that may be created shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as they think proper.

**TRANSFER OF SHARES**

- 4 The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 in Part I of Table A shall be modified accordingly.

**DIRECTORS**

- 5 Unless otherwise determined by the Company by ordinary resolution the number of Directors shall be not less than two.
- 6 A Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
- 7 The proviso to regulation 79 in Part I of Table A shall not apply to the Company.
- 8 A Director who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, 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, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

- 9 A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company. Every such appointment or removal shall be in writing signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
- 10 No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
- 11 Regulation 87 in Part I of Table A shall apply as though the words "who has held any other salaried office or place of profit with the Company" were omitted therefrom.
- 12 A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

#### GENERAL MEETINGS

- 13 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by the duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.

#### PROVISIONS FOR SECURED INSTITUTIONS

- 14
  - 14.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
    - (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
    - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
    - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of

any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- 14.2 The lien conferred by Regulation 11 in Part I of Table A shall not apply to shares held by a Secured Institution (as defined in article 14.1(a) above).
- 14.3 Any variation of this article 14 shall be deemed to be a variation of the rights of each class of share in the capital of the Company.