

*The Companies Act, 1948*  
-----

COMPANY LIMITED BY SHARES  
-----

## **Articles of Association**

OF

### **LEEMARK ENGINEERING (HAYES) LIMITED**

(formerly Trizpola Limited)  
(date of change 6<sup>th</sup> January 1967)

#### **PRELIMINARY**

1.The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 ( such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the (Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2.The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

#### **SHARES**

3.The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. The Directors may at their discretion issue new ordinary shares using an amended Class of Ordinary £1 shares using an alphabetic distinction.

#### **LIEN**

4.The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

#### **GENERAL MEETING**

5.Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6.Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

### **DIRECTORS**

7.Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8.Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9.Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10.Clause 84(5) 5 in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11.A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

### **WINDING UP**

12 If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

### **FIRST DIRECTORS**

13.The first Director(s) of the Company shall be:-  
determined in writing by the Subscribers of the Memorandum of Association.

**FIRST SECRETARY**

14. The first Secretary of the Company shall be:-  
Thomas Arthur Herbert.

-----  
**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**  
-----

Jean Herbert,  
156, Strand,  
London, W.C.2.

Company Director

Thomas Arthur Herbert, LL.B.,  
156, Strand,  
London, W.C.2,

Barrister-at-Law.

-----

DATED the 4th day of October, 1966.

As Amended by Special Resolution dated 23<sup>rd</sup> February 2024