

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

KNOWLES (UK) LIMITED

(as adopted 11 May 2015)



PRELIMINARY

- 1 Subject as hereinafter provided the Articles contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended (hereinafter called "Table A") shall apply to the Company but in the case of any variation or inconsistency between these Articles and Table A these Articles shall prevail
- 2 In regulation 1 of Table A between the words "regulations" and "the Act" the words "and any articles adopting the same" shall be inserted

PRIVATE COMPANY

- 3 The Company is a private limited Company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public

SHARE CAPITAL

- 4 Regulation 3 of Table A shall not apply Subject to the provisions of the Companies Act 1985 the Company may -
 - (A) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders,
 - (B) purchase or redeem its own shares (including any redeemable shares) either out of the distributable profits of the Company or from the proceeds of a fresh issue of shares or out of the capital and reserves of the Company
- 5 (A) The authorised share capital of the Company is £385,000 divided into 265,000 Ordinary Shares of £1 00 each, and 120,000 Redeemable Ordinary Shares of

£1 00 each

- (B) The shares of the Company (whether forming part of the present capital or not) shall be at the disposal of the Directors, who may (save as otherwise directed by the Company in General Meeting) allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, subject nevertheless to all relevant statutory provisions
- (C) Subject to the provisions of regulation 5(B) the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985
 - (i) to allot relevant securities (as defined in the said Section 80) to the amount of the authorised but unissued share capital of the Company for the time being during the period of five years from the date of incorporation, and
 - (ii) to make offers or agreements during the said period of five years *which* would or might require relevant securities to be allotted after the said period of five years and to allot such relevant securities thereafter in accordance with Section 80(7) of the Companies Act 1985
- (D) In accordance with Sections 91 and 95 of the Companies Act 1985 Sections 89 and 90 thereof shall not apply to allotments made pursuant to regulation 5(B) above

CAPITALISATION OF PROFITS

- 6 In regulation 110 of Table A *the words "with the authority of an ordinary resolution of the company" shall be omitted*

LIEN

- 7 In regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted

TRANSFER OF SHARES

- 8 (A) Regulation 24 of Table A shall not apply to the Company
- (B) The Directors may in their absolute discretion and without assigning any reason, decline to register any transfer of any share whether or not it is a fully paid share
- (C) Regulation 8(B) of these Articles shall not apply to any transfer to a person who is already a member of the Company

PROCEEDINGS AT GENERAL MEETINGS

- 9 In regulation 40 of Table A there shall be inserted at the end thereof the words "save when the Company has only one member when such sole member shall be a quorum"
- 10 In regulation 41 of Table A there shall be inserted at the end the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum"

VOTES OF MEMBERS

- 11 Regulation 53 of Table A shall not apply Subject to the provisions of the Companies Act 1985, a resolution in writing signed or approved by letter facsimile or telex 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 their 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 when signed may consist of several agreements each signed by one or more of the persons aforesaid

DIRECTORS

- 12 (A) Regulation 64 of Table A shall not apply to the Company
- (B) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one
- 13 Regulations 82 and 83 of Table A shall not apply The remuneration of the Directors shall be determined by the Company in General Meeting from time to time The Directors (including Alternate Directors) may also be repaid all expenses properly incurred by them in connection with the business of the Company
- 14 A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company

BORROWING POWERS

- 15 Subject to the provisions of Part IV of the Companies Act 1985 the Directors may exercise all the powers of the Company to borrow money without limit and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue Debenture, Debenture Stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party

POWERS AND DUTIES OF DIRECTORS

- 16 Regulations 94 and 95 of Table A shall not apply A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration

PENSIONS AND ALLOWANCES

- 17 Regulation 87 of Table A shall not apply The Directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on death to any person or to the widow of or depend ants of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions annuities

and allowances in the terms of engagement of any such person and the Directors may by resolution of the Board exercise any power conferred on the Company by Section 719(1) of the Companies Act 1985

ROTATION OF DIRECTORS

- 18 Regulations 73 to 80 inclusive of Table A shall not apply

APPOINTMENT OF DIRECTORS

- 19 The Directors shall have the power at any time to appoint any person who is willing to act as a director either to fill a vacancy or as an additional director
- 19 1 The holder of more than one half in nominal value of the shares giving the right to attend and vote at a general meeting of the company may at any time and from time to time appoint any person who is willing to act as a director, and is permitted by law to do so, to be a director, either to fill a vacancy or as an additional director, and may remove any director from office
- 19 2 Any appointment or removal of a director in accordance with article must be effected by notice in writing to the company signed by the person making the appointments or removal or in any other manner approved by the directors. There is no age limit for directors of the Company

PROCEEDINGS OF DIRECTORS

- 20 (A) Regulations 89 and 90 of Table A shall not apply
- (B) The quorum necessary for the transaction of business at any meeting of the Directors or of any committee is two
- (C) If and so long as the minimum number of directors specified under these Articles is one, then when there is a sole Director he may exercise all the powers conferred on the Directors by the Articles, and shall do so by written resolution under his hand
- 21 Regulation 93 of Table A shall not apply. A resolution in writing signed or approved by letter facsimile or telex by each Director or his Alternate shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid
- 22 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear one another. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

ALTERNATE DIRECTORS

- 23 Regulations 65 to 69 inclusive of Table A shall not apply
- (A) Each Director shall have the power from time to time to nominate any person to act as

his Alternate Director and at his discretion to remove such Alternate Director

- (B) An Alternate Director shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which his appoint or is not present
- (C) One person may act as Alternate Director to more than one Director and while he is still acting shall be entitled to a separate vote for each Director he is representing and if he is himself a Director his vote or votes as an Alternate Director shall be in addition to his own vote
- (D) Any appointment or removal of an Alternate Director may be made by letter facsimile or telex or in any other manner approved by the Directors Any facsimile or telex shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile
- (E) If a Director making such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director
- (F) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him
- (G) Any Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be countered for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote

NOTICES

- 24 Every Director of the Company and every Alternate Director (other than an Director or Alternate Director for the time being absent from the United Kingdom) shall be entitled to receive Notices of General Meetings in addition to the persons specified in regulation 112 of Table A

INDEMNITY

- 25 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company The Company may purchase and maintain for any person to whom this Article applies insurance against any liability in respect of which he is entitled to be indemnified