

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF HARRIER GROUP PUBLIC LIMITED COMPANY

(Amended by Special Resolution passed on 17 March 1999)

2771939

1. **PRELIMINARY**

- 1.1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') shall apply to the Company.
- 1.2. Regulations 24, 35, 40, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company.

2. **SHARES**

- 2.1. At the date of adoption of these Articles the Company's authorised share capital is £500,000 made up of 500,000 ordinary shares of £1 each.
- 2.2. The directors can decide how to deal with any shares which have not been issued. The directors can allot those shares on any terms. The directors can also grant options to acquire the shares, for example, in exchange for a certain sum of money. Or the directors can dispose of the shares in any other way. The directors have complete freedom to decide who they deal with, when they deal with the shares, and the terms that they deal on. However, the directors must obey the provisions of the Act relating to authority and pre-emption rights.
- 2.3. No share shall be issued at a discount.
- 2.4. The Company shall not have power to issue share warrants to bearer.
- 2.5. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.



2.6. Subject to the provisions of Part V of the Act:-

2.6.1. The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

2.6.2. The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting

3. **LIEN**

In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

4. **TRANSFER OF SHARES**

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer or any share, whether or not it is a fully paid share.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

5.2. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

5.3. No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum"

5.4. In regulation 59 of Table A, the second sentence shall be omitted.

5.5. 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 their respective 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.

## 6. **APPOINTMENT AND REMOVAL OF DIRECTORS**

6.1. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

6.2. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, 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. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

6.3. The office of a Director shall be vacated if:-

- 6.3.1. he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
  - 6.3.2. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 6.3.3. he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction 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;
  - 6.3.4. he resigns his office by notice to the Company.
- 6.4. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company

## **7. BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

## **8. DIRECTORS' INTERESTS**

A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have

effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

9. **INDEMNITY**

Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

10. **SECRETARY**

The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.