

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

INTERSERVE SECURITY (KNIGHTSBRIDGE) LIMITED (NUMBER 02923588)

(Amended by Special Resolution passed on
20 April 2018)

TUESDAY



RM *R78EP85L*
19/06/2018 #42
COMPANIES HOUSE

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereafter referred to as "**table A**") shall apply to the Company.
2. The expression "**The Act**" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.
3. The Company is a Private Company and accordingly no invitation or offer shall be made to the Public (whether for cash or otherwise) to subscribe for any Shares in or Debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the Public.
4. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think fit, subject to the provisions of the following clauses and Section 80 of the Act.
5. (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all Shares authorised pursuant to Article 4 hereof, to be allotted shall be offered to the members in proportion to the existing Shares held by them and such offer shall be made by notice in writing specifying the number of the Shares to which the member is entitled and limiting a time (not less than 21 days) within which the offer, if not accepted, will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares offered, the Directors may, subject to these articles, allot or otherwise dispose of the same to such persons and upon such terms as they think to be most beneficial to the Company. The Directors may in like manner dispose of any such Shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided, and subject to Section 80 of the Act.
5. (2) Sections 90 (1) to (6) inclusive of the Act shall not apply to the Company.
5. (3) The Lien conferred by Clause 8 of Table A shall also attach to dividends payable on shares and also to fully paid up shares.
 - (a) Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares where a security interest has been or is purported to be granted over those shares.
6. The Directors may, at their discretion, and without assigning any reason, decline to register any transfer of any share, whether fully paid or not, and accordingly the first sentence of Clause 24 in Table A shall not apply to the Company.
- 6.(1) Notwithstanding anything contained in these Articles, provisions of Article 6 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:
 - (a) Is to a bank or financial institution or a holder of private placement notes issued by Interserve Group Holdings Limited or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof or a pension fund (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution; and/or

- (b) Is to a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security; and
 - (c) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
 - (d) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.
7. (1) Clause 64 in Table A shall not apply to the Company.
7. (2) Clause 89 in Table A shall not apply to the Company.
7. (3) The minimum and maximum number of Directors (shall be determined by an Ordinary Resolution passed in General Meeting of the Company. Subject to any other determination there shall be no maximum number of Directors and the minimum number of Directors shall be one.
7. (4) A Sole Director shall have the authority to exercise all powers and discretions conferred by these Articles and Table A.
8. (1) Clauses 73,74,75,76,77,78,79 and 80 in Table A shall not apply to the Company.
8. (2) No person shall be appointed a Director at any General Meeting unless -
- (a) He is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.
9. Clause 118 in Table A shall not apply to the Company.