

4019993

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A G M TELEMATICS LIMITED

[as adopted by Resolution dated 26 August 2011]

TUESDAY



RM 06/09/2011 60
COMPANIES HOUSE

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (SI 1985 No 10502) (such table being here after called "Table A") shall apply to the Company save for Regulations 24, 61, 64 and 94 which shall not so apply and save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

SHARES

- 2 i) The Company is a private company limited by shares and, accordingly,
- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) any allotment of, or agreement 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 are prohibited
- ii) The issued Shares in the capital of the Company are divided into 'A' Ordinary £1 Shares, 'B' Ordinary £1 Shares, 'C' Ordinary £1 Shares and Redeemable Preference £1 Shares, having the rights as set out below -

The 'A' Ordinary £1 Shares confer one vote per share held. Shares rank equally for voting purposes, for any declaration of dividend and for distribution rights on a winding up of the Company, subject to priority payments made to the Preference and 'C' Ordinary Shares

The 'B' Ordinary £1 Shares confer no dividend rights and no voting rights. In the event of the sale of the company the "B" Shares will be entitled to 10% of the sale proceeds. In the event of the company being wound up the "B" shareholder will be entitled to 10% of the proceeds

The 'C' Ordinary £1 Shares have no voting rights but will be entitled to a special dividend subject to profitability and cashflow. The special dividend will be decided each year by the ordinary "A" shareholders and the cumulative figure for the

dividends payable to the "C" shareholders will be a maximum of £165,000. In the event of a winding up the Preference Shares will be paid first then the "C" shareholders will receive an amount of £165,000 less any dividends paid to them in priority to the "A" and "B" shareholders.

The Redeemable Preference £1 Shares are redeemable at the Company's option, but so that no interest shall be paid on them. In the event of the winding up, sale or liquidation of the Company, they shall be repaid prior to the Ordinary £1 Shares. They rank the same as the Ordinary £1 Shares in the capital of the Company in respect of any dividends paid, such dividends being non-cumulative. They do not confer any voting rights.

- 3 The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 2 and 4 hereof and provided that no shares shall be issued at a discount. This authority is renewed by Special Resolution of the Company dated 1 February 2006, for a further period of five years from the date of that Resolution.
- 4 Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions. The provisions of sections 89 and 90 of the Companies Act 1985 shall have effect only insofar as they are not inconsistent with this Article.

LIEN

- 5 The lien conferred by clause 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

- 6 Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 7 Subject as hereinafter provided
 - (a) any share may be transferred to a person who is already a member of the Company
 - (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or of his personal representatives may be transferred to the trustees of his will, and
 - (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred

upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind

SINGLE-MEMBER COMPANY

- 8 If, and for so long as, the company has only one member, the following provisions shall apply
- (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly Regulation 41 of Table A shall not apply to the company
 - (b) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly
 - (c) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly
 - (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member

BORROWING POWERS

- 9 The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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

DIRECTORS

- 10 Any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age
- 11 A Director may vote in respect of any contract or arrangement in which he is interested, and Clause 94 of Table A shall not apply to the Company
- 12 Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors A director shall not require any share

FIRST DIRECTORS AND SECRETARY

- 13 The first Secretary shall be White Rose Formations Limited The first Directors shall be Alan William Stooile, Helen Margaret Stooile, George Weston and Julie Sharon Weston

Names, Addresses and Descriptions of Subscribers

For and on behalf of
WRF International Limited
Sovereign House
7 Station Road
Kettering
Northants
NN15 7HH

For and on behalf of
White Rose Formations Limited
Sovereign House
7 Station Road
Kettering
Northants
NN15 7HH

Dated this 15th day of June 2000

Witness to the above Signatures -

Beverley Dawn Cartwright
Sovereign House
7 Station Road
Kettering
Northants
NN15 7HH

Secretary