

Company no 04196325

TALOS SECURITIES LIMITED

ARTICLES OF ASSOCIATION

The Companies Acts 1985 to 2006
Company limited by shares

Company no 04196325

Adopted on 23rd November 2015

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The Companies Acts 1985 to 2006

Company Limited by Shares

Articles of Association

of

Talos Securities Limited

1. Preliminary

- 1 1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007) and applicable to private companies (**Table A**) apply to the Company except insofar as they are varied or excluded by or are inconsistent with these articles of association (**Articles**).
- 1 2 Any reference in these Articles to a Regulation is construed as a reference to the regulation of that number contained in Table A. Any reference to **CA 2006** means the Companies Act 2006. Any reference to the **Statutes** means CA 2006 and any other statute or statutory instrument, rule, order or regulation from time to time in force concerning companies so far as they apply to the Company.
- 1 3 Words and expressions defined in the Statutes have the same meaning as in these Articles, unless the context otherwise requires.
- 1 4 Any reference in these Articles to any statute or statutory provision is construed as a reference to such statute or statutory provision as amended, modified, consolidated or re-enacted from time to time.
- 1 5 Where the context so requires, words importing the singular number include the plural and vice versa and words importing the masculine include the feminine
- 1 6 The headings are inserted for convenience and do not affect the construction of these Articles
- 1 7 **Parent** means any person or company who at the time in question is registered as holder of, or beneficially owns not less than 90 per cent. of the issued share capital of the Company.

2. Limited Liability

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

3. Issue of Shares

- 3.1 The directors are generally and unconditionally authorised, for the purpose of section 550 CA 2006, to exercise any power of the Company to offer or allot, grant rights to, subscribe for or to convert any security into or otherwise deal in, or dispose of, any shares to any person, at any time and subject to any terms and conditions as the directors think fit.
- 3.2 Sections 561 and 562 CA 2006 do not apply to an allotment of equity securities made by the Company.
- 3.3 Subject to the provisions of Chapter 5 of Part 18 CA 2006, the Company may:
- 3.3.1 Issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
 - 3.3.2 Purchase its own shares, including any redeemable shares; and
 - 3.3.3 Make a payment in respect of the redemption or purchase, under sections 709 to 713, and the relevant power contained in Article 3.3.1 or 3.3.2, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 3.4 If at any time the share capital of the Company is divided into different classes of shares, Chapter 9 of Part 17, CA 2006 applies to the variation of the rights attached to any such class.

4. Lien

- 4.1 The lien conferred by Regulation 8 attaches to all shares registered in the name of any person indebted or under liability to the Company, whether he is the sole or joint registered holder of them. The registration of a transfer of a share operates as a waiver of any lien by the Company on that share.
- 4.2 The lien conferred by Regulation 8 and any forfeiture under Regulation 19 extends to all distributions and other money or property payable in respect of it.

5. Calls

The liability of any member in default in respect of a call is increased by the addition at the end of the first sentence of Regulation 18 by the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. Proceedings at general meetings

- 6.1 The Parent, or a duly authorised representative of the Parent appointed by a resolution of the board of the Parent, is a quorum at any general

meeting of the Company provided that proper notice of the meeting has been given. Regulation 40 is varied accordingly.

6.2 Every notice convening a general meeting must comply with the provisions of section 325(1) CA 2006 as to giving information to members with regard to their right to appoint proxies. Notices of and other communications relating to any general meeting which any member is entitled to receive must also be sent to the directors and to the auditor (if any) for the time being of the Company.

6.3 For the avoidance of doubt, pursuant to article 5.1 and 5.2 proper notice of each general meeting must be given to each member of the Company, whether present in the United Kingdom or not.

7. Directors

7.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

7.2 A director need not hold any shares of the Company to qualify him as a director.

7.3 A director, notwithstanding that he does not hold any shares in the capital of the Company, is entitled to receive notice of and attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class in the capital of the Company.

8. Alternate directors

8.1 Any director, other than an alternate director, may appoint another director or any other person to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 does not apply.

8.2 In Regulation 66, the last sentence is deemed deleted.

9. Appointment and removal of directors

9.1 Regulations 76 to 79 do not apply.

9.2 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and, without prejudice to the provisions of the CA 2006, remove a director from office.

9.3 The removal of an executive director or an executive secretary under article 9.2 shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

10. Directors' expenses

The directors may be paid all travelling, hotel and other expenses wholly exclusively and necessarily incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties. Regulation 83 does not apply.

11. Proceedings of directors

- 11.1 Notice in writing of meetings of the directors (which may also be given by email) must be given at least 7 days in advance to each of the directors at his address as notified to the directors, whether present in the United Kingdom or not. The third sentence of Regulation 88 is deemed deleted.
- 11.2 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 11.3 Notice of a meeting of the directors must include an agenda specifying in reasonable detail the matters to be discussed at the meeting. No business which is not within the direct scope of the agenda will be put to the vote at such meeting unless all the directors present otherwise agree.
- 11.4 The quorum necessary for the transaction of the business of directors is two directors. Any director or alternate director who attends a meeting of directors by telephone or other conference facility is deemed to be personally present at that meeting for all purposes of these Articles and is counted in the quorum accordingly, subject to the provisions of Article 11.5. Regulation 89 is deemed modified accordingly.
- 11.5 If a meeting of directors is attended by an alternate, the director for whom he is the alternate is counted in the quorum despite his absence. The alternate may only be counted once in the quorum and will not be counted for any other directors who may have appointed him. An alternate who is a director will only be counted once in the quorum. Regulation 89 is deemed modified accordingly.
- 11.6 A director, who pursuant to Regulation 85, has declared at a meeting of the directors the nature and extent of his interest in a contract, proposed contract, transaction or arrangement with the Company is entitled to vote in respect of that contract, proposed contract, transaction or arrangement, or upon any matter arising from it and, if he does so, his vote is counted. He may be taken into account in ascertaining whether or not a quorum is present at the meeting of the

directors or of the committee of directors at which the vote is taken. Regulations 94 and 95 do not apply.

- 11 7 Any such resolution as is referred to in Regulation 93 (which is modified accordingly) may consist of several documents in the same form each signed or approved in writing, including by facsimile transmission, by one or more of the directors or their alternates referred to in that Regulation.

12. The seal

Any instrument expressed to be executed and delivered as a deed by the Company and signed by two directors, or by one director and the secretary by the authority of the directors or of a committee authorised by the directors has effect as if executed under seal. The obligation under Regulation 6 to sealing share certificates only applies if the Company has a seal. Regulation 101 does not apply.

13. Indemnity

- 13.1 Subject to the provisions of the Statutes, every director or other officer or auditor of the Company will be indemnified out of the assets of the Company against all losses or liabilities which he sustains or incurs in the execution of the duties of his office or otherwise in relation to them, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. These provisions have effect only to the extent that they are not avoided by any section of CA 2006.
- 13.2 The directors may purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability.
- 13.3 Regulation 118 does not apply.
- 13.4 Article 13 does not authorise any indemnity which would be prohibited or rendered void by any provision of the CA 2006 or by any other provision of law