

A & L CF MARCH (7) LIMITED  
(Registered in England No 05085910)

**WRITTEN RESOLUTIONS**

On 7 October 2011, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of A & L CF March (7) Limited (the **Company**)

As special resolutions in accordance with section 283 Companies Act 2006

- 1 **THAT** the Articles of Association attached to this Special Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association
- 2 **THAT**, subject to the passing of Resolution 1 above, the one Ordinary Share of £1 in issue as at the date of this Resolution be and is hereby re-designated as an A Ordinary Share of £1 having such rights attached to it as is set out in the Articles of Association of the Company to be adopted pursuant to Resolution 1 above

As ordinary resolutions in accordance with section 282 Companies Act 2006

- 3 **THAT**, subject to the passing of Resolution 1 above and in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised in accordance with section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the **Rights**) up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution has not expired
- 4 **THAT** authorisation of any matter that would, if not so authorised, be a breach of section 175 Companies Act 2006 may be given by the Directors in accordance with section 175(5)(a) Companies Act 2006 subject to any limits or conditions which the Directors may see fit



Director

SATURDAY



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COMPANIES HOUSE

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THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

A & L CF MARCH (7) LIMITED

(Adopted by Special Resolution passed on 7 October 2011)

**1 Preliminary**

1.1 In these Articles

**A Shares** means A Ordinary Shares of nominal value £1 each

**B Shares** means B Ordinary Shares of nominal value £1 each

**Board** means the board of directors for the time being of the Company or the directors present or deemed to be present at a duly convened meeting of directors at which a quorum is present

**Business** means the ownership of the Ships and the leasing of the Ships including but not limited to technical, crewing, maintenance and commercial management of the Ships to the extent that such activities are carried on by the Company

**CA 2006** means the Companies Act 2006 (to the extent for the time being in force)

a **conflict of interest** includes a conflict of interest and duty and a conflict of duties

**decision-making process** has the meaning given in article 14(5) of the private company MA

**eligible director** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter)

**insolvent** means in relation to the Company

- (a) the Company being unable or admits inability to pay its debts as they fall due, suspends making payments on any of its debts or, by reason of actual or anticipated financial difficulties, commences negotiations with one or more of its creditors with a view to rescheduling any of its indebtedness,
- (b) the value of the assets of the Company being less than its liabilities (taking into account contingent and prospective liabilities), or
- (c) a moratorium being declared in respect of any indebtedness of the Company

an **interest** means a direct or an indirect interest and **interested** shall be construed accordingly

**Liquidation Event** means the Company becoming insolvent

**majority class consent** means the sanction of

- (a) an ordinary resolution passed at separate general meeting of the holders of shares of the relevant class (voting separately as a class), or
- (b) a written resolution signed by the majority of the holders of shares of the relevant class (a separate written resolution signed by such class)

**private company MA** means the model articles for private companies limited by shares in Schedule 1 to The Companies (Model Articles) Regulations 2008

**proxy notice** has the meaning given in Article 19

**public company MA** means the model articles for public companies limited by shares in Schedule 3 to the Companies (Model Articles) Regulations 2008

**Shareholder** means the holder for the time being of any Shares

**Shares** means A Shares or B Shares or, as the context requires, A Shares and B Shares

**Ships** means the Iver Progress and Iver Prosperity or such other vessels of similar type, class and age (or lower age) as the Company may acquire as replacements from time to time

**subsidiary** and **wholly-owned subsidiary** has the meaning given in section 1159 CA 2006 and in interpreting section 1159 CA 2006 for the purposes of these Articles, a company is to be treated as a member of a subsidiary even if its shares are registered in the name of (i) a nominee, or (ii) any party holding security over those shares, or that secured party's nominee

**a transaction or arrangement** means an actual or a proposed transaction or arrangement

**75% class consent** means the sanction of

- (a) a special resolution passed at separate general meeting of the holders of shares of the relevant class (voting separately as a class), or
- (b) a written resolution signed by at least 75% of the holders of shares of the relevant class (a separate written resolution signed by such class)

- 1 2 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Company
- 1 3 Except as otherwise provided in these Articles and so far as not inconsistent with the provisions of these Articles, the private company MA shall apply to the Company
- 1 4 Article 14, 17, 21, 24(2)(c), 27, 45 and 51 of the private company MA shall not apply to the Company. In addition Article 1 of the private company MA shall not apply to the Company in respect of defined terms which are only used in the articles referred to in this Article 1 4
- 1 5 Articles 15, 25-27 (inclusive), 28, 41, 52-62 (inclusive), 65, 66, 71 and 73 of the public company MA shall, except as otherwise provided, apply to the Company except that all references in such articles to "member" shall be deemed to be a reference to "shareholder". In addition article 1 of the public company MA shall apply to the Company in respect of defined terms used in the articles referred to in this Article 1 5
- 1 6 References in these Articles to the Secretary shall only apply for so long as the Company elects to have a secretary

## **2 Limited Liability**

The liability of the Shareholders is limited to the amount, if any, unpaid on their shares

## **3 Shares**

3 1 The share capital of the Company at the date of the adoption of these Articles is £100 divided into

(a) 75 A Shares, and

(b) 25 B Shares

3 2 The rights attaching to the respective classes of shares shall be as follows

(a) as regards any profits which the Company may determine to distribute

(i) the directors shall have absolute discretion as to whether such amounts should be distributed to the holders of the A Shares or to the holders of the B Shares, provided that the holders of the A Shares receive not less than seventy five per cent (75%) of the aggregate amount to be distributed, and

(ii) any distribution made to the holders of the A Shares shall be made *pari passu* amongst them and any distribution made to the holders of the B Shares shall be made *pari passu* amongst them,

(b) upon any return of assets on liquidation, reduction of capital or otherwise, an amount equal to seventy five per cent (75%) of the assets of the Company available for distribution to Shareholders (after payment of liabilities, where necessary) shall be distributed to the holders of the A Shares (*pari passu* amongst them) and the balance shall be distributed to the holders of the B Shares (*pari passu* amongst them), and

(c) upon the occurrence of a Liquidation Event, the holders of a majority of the A Shares shall be entitled, at their absolute discretion, to pass a resolution for the winding-up of the Company (notwithstanding that the holders of the B Shares may not have voted, or may have voted against, such a resolution proposed by the A Shareholders) For the avoidance of doubt, nothing in this Article shall preclude the holders of the B Shares from voting upon a resolution to wind-up the Company (notwithstanding that the holders of the A Shares may not have voted, or may have voted against, such resolution) whether upon a Liquidation Event or otherwise

3 3 The Company shall not, without 75% class consent of the relevant class of share, abrogate or vary the rights attaching to any class of share

3 4 The directors may not allot, grant options or subscription or conversion rights over, offer or otherwise deal with or dispose of, any new Shares (or shares of any other class of share capital) without separate majority class consent of the holders of each class of share

3 5 The provisions of section 561 CA 2006 shall not apply to the Company

## **4 Unanimous decisions**

Article 8 of the private company MA shall be amended by deleting articles 8(2) and (3) and replacing them with the following

"(2) Such a decision may take the form of a resolution in writing of which each eligible director has signed one or more copies or to which each eligible director has otherwise indicated agreement in writing "

## **5 Conflicts of interest**

- 5 1 Subject to the provisions of the Companies Acts, a director may be interested in any transaction or arrangement with the Company or with any other company in which the Company is otherwise interested or in which any company which has an interest in the Company is interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest but subject to the provisions of the Companies Acts and, if relevant, to any limits or conditions imposed by the Board as referred to in Article 5 2, a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
- 5 2 Where the existence of a director's relationship with another person (an **authorised conflict**) is authorised by the Board pursuant to the Companies Acts (and subject to any limits or conditions imposed by the Board) or if Article 5 1 applies to the relationship, the director shall not be in breach of the general duties he owes to the Company under the Companies Acts because he absents himself from any meetings or discussions relating to the authorised conflict, makes arrangements not to receive documents and information relating to the authorised conflict sent or supplied by the Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, fails to disclose to the Board or to any person any information which he obtains otherwise than as a director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a director.
- 5 3 Subject to these Articles, the Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a director may vote on and be counted in the quorum in relation to any of these matters.

## **6 Participation in Directors' meetings**

Article 10(3) of the private company MA shall be amended by the addition of the following sentence at the end "If they do not so decide, such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman is"

## **7 Quorum for Directors' meetings**

- 7 1 Article 11(2) of the private company MA shall be deleted and replaced by Articles 7 2 and 7 3
- 7 2 Subject to Article 7 3 the quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two
- 7 3 For the purposes of any meeting (or part of a meeting) held to authorise a director's conflict as envisaged in Article 5 2, if the quorum is more than one but there is only one eligible director in office, the quorum for such meeting (or part of a meeting) shall be one director

## **8 Appointment, removal and disqualification of Directors**

- 8 1 The holders of the B Shares (but not the holders of the A Shares) shall be entitled to appoint any person to be a director and may in like manner remove any director so appointed and appoint another in his place and may similarly fill any other vacancy in the directors

- 8 2 Unless otherwise determined by ordinary resolution, the number of directors shall not be less than two

## **9 Casting vote**

Article 13 of the private company MA shall not apply in respect of a particular meeting (or part of a meeting) if the Chairman or other director is not an eligible director for the purposes of that meeting (or part of a meeting) Article 13(2) of the private company MA shall be deleted

## **10 Directors' expenses**

Article 20 of the private company MA shall be amended by the insertion of the words "(including alternate directors and the secretary (if any))" before the words "properly incur"

## **11 Alternate Directors**

- 11 1 Article 15(b) of the public company MA shall be deleted and replaced by the following

"(b) would have been an eligible director in relation to that decision "

As amended, article 15 of the public company MA shall apply both to directors' meetings and to other decision-making processes of the directors

- 11 2 Any appointment or removal of an alternate director made under these Articles shall be delivered at the registered office of the Company In article 25(1) of the public company MA the words "approved by resolution of the directors" shall be deleted

- 11 3 Article 26(1) of the public company MA shall be amended by deleting the words "directors' meeting or directors' written resolution" and replacing them with the words "decision of the directors" In addition the following words shall be added at the end of article 26(2) of the public company MA

"and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a shareholder"

- 11 4 Save as otherwise provided in these Articles, an alternate director shall not have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles and article 26(2)(a) of the public company MA shall be deleted

- 11 5 Article 27(d) of the public company MA shall be deleted and replaced by the following

"(d) when the alternate's appointor's appointment as a director terminates"

## **12 Articles of Association**

Any amendment to these Articles shall be deemed to constitute a variation of class rights and may be taken only with 75% class consent of each class of share

## **13 Lien**

- 13 1 The company's lien as defined by article 52 of the public company MA shall apply to

- (a) all shares of the Company whether fully paid or not,
- (b) all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder or one of several joint holders of the shares,

(c) and shall be for all indebtedness or other liability to the Company of any member

13 2 Article 52 of the public company MA shall be amended accordingly

## **14 Share transfers**

14 1 Article 26(1) of the private company MA shall be amended by the addition of the following words at the end "and, unless the shares are fully paid, by or on behalf of the transferee"

14 2 Subject to Articles 14 3 and 14 4, the Board may decline to register any transfer of any share, whether or not it is a fully paid share and Article 26(5) of the private Company MA shall be modified accordingly

14 3 Notwithstanding Article 14 2 (but subject to Article 14 4)

(a) no transfer of any A Share (or transfer or disposal of any interest in any A Share) shall be made without the prior written consent of the holders of the B Shares, and

(b) no transfer of any B Share (or transfer or disposal of any interest in any B Share) shall be made without the prior written consent of the holders of the A Shares

14 4 A Shareholder (the **Transferor**) which is a company may transfer any of the Shares which it holds to another member of the Transferor's wholly-owned group (the **Transferee**) subject to

(a) such Shares being transferred to another wholly-owned member of the Transferor's group if the Transferee ceases to be a member of the Transferor's wholly-owned group, and

(b) the transfer not giving rise to a relevant change in relationship in relation to the Company within sections 392 to 394 of the Corporation Tax Act 2010

## **15 Deductions from distributions**

15 1 Article 73 of the public company MA shall be amended by the deletion of

(a) the words "in respect of that share" in article 73(1), and

(b) article 73(2)

## **16 Capitalisation of profits**

A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying out any amount unpaid on existing shares held by the persons entitled and article 36(4) of the private company MA shall be amended accordingly

## **17 Voting and general meetings**

17 1 Subject to Article 3 2(c) above, at a general meeting of the Company

(a) each holder of A Shares present in person or by proxy or (being a corporation) present by a duly authorised representative or by proxy shall have one vote for every A Share of which he is the holder and whether on a show of hands or on a poll, and

(b) each holder of B Shares present in person or by proxy or (being a corporation) present by a duly authorised representative or by proxy shall have twenty votes for every B Share of which he is the holder and whether on a show of hands or on a poll

17 2 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon Two members (or a member or members holding more than fifty per cent (50%) of the voting rights

of all the members entitled to attend and vote at such meeting) personally present (one of whom must be a holder of B Shares) shall be a quorum for all purposes. Notwithstanding the foregoing, if the membership of the Company is at any time reduced to one, that one member present in person or by proxy shall be a quorum.

17.3 A corporation being a Shareholder shall be deemed to be personally present if represented in accordance with the provisions of 323 CA 2006.

17.4 Article 28 of the public company MA shall be amended by deleting the words "fewer than two directors" and replacing them with the words "insufficient directors".

## 18 Secretary

Subject to the provisions of the Companies Acts, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. This Article only applies for so long as the Company elects to have a Secretary.

## 19 Form of proxy notices

19.1 An instrument appointing a proxy (**a proxy notice**) shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the directors may approve):

" Limited

I/We, , of , being a shareholder/shareholders of the Company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on 20 and at any adjournment of such meeting.

Authenticated on 20 "

19.2 Where it is desired to afford shareholders an opportunity of instructing the proxy how he shall act the instrument appointing a proxy (**a proxy notice**) shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the directors may approve):

" Limited

I/We, , of , being a shareholder/shareholders of the Company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on 20 and at any adjournment of such meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Authenticated on 20 "



## **20 Validity of votes by proxies and corporate representatives**

A vote given by a proxy or by a corporate representative shall be valid notwithstanding that the proxy or corporate representative has failed to vote in accordance with the instructions of the member by whom the proxy or corporate representative was appointed and the Company shall be under no obligation to check that any vote so given is in accordance with any such instructions

## **21 Means of communication to be used**

21 1 Article 48(1) of the private company MA shall be deleted and replaced by the following

"Any notice, document or other information shall be deemed served on or delivered to a shareholder by the Company or to the Company by a shareholder

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom), if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party received a confirmation of delivery from the courier service provider),
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account should be taken of any part of a day that is not a working day "

21 2 Where shares are held jointly, anything agreed or specified by the holder whose name appears first in the Company's register of members in relation to documents or information sent to him in respect of a joint holding shall be binding on all joint holders

## **22 Employees**

The Company shall not have any employees

## **23 Director's indemnity and insurance**

23 1 Article 52(1) of the private company MA shall be amended by replacing the word "may" with the word "shall"

23 2 Article 53(1) of the private company MA shall be amended by replacing the words "may decide to" with the word "shall"

## **24 Reserved Matters**

24 1 The Company shall not without majority class consent of the holders of each class of share

- (a) redeem, cancel or purchase or otherwise reduce any of its equity or any other share capital or any warrants or any uncalled or unpaid liability in respect of any of them or

reduce the amount (if any) for the time being standing to the credit of its share premium account or capital redemption or other undistributable reserve in any manner,

- (b) acquire or incorporate a wholly-owned subsidiary,
- (c) amalgamate or merge with any other company or legal entity,
- (c) pass any resolution (pursuant to CA 2006 or otherwise) whereby the classification or status of the Company may change,
- (d) maintain any current or deposit account with a bank or financial institution for the deposit of money, operation of current accounts and the conduct of electronic banking other than with a bank or financial institution incorporated in an OECD country,
- (e) acquire any shares or other interest in, or make any investment in, another company or business, or participate in any partnership or joint venture (incorporated or not), or any revenue sharing or profit sharing agreement, otherwise than in the ordinary course of the Business,
- (f) acquire any asset (or series of linked assets) or acquire any option or right of pre-emption in respect of any asset (or series of linked assets) other than
  - (i) in the ordinary course of the Business, or
  - (ii) the acquisition of a new vessel or a vessel which is less than 10 years' old as a replacement for any existing vessel then owned by the Company for use in the Business,
- (g) incur any liabilities other than
  - (i) the incurring by the Company of a liability in the ordinary course of the Business,
  - (ii) any loan or credit permitted under the terms of any loan agreement between the Company and any A Shareholder or any member of any A Shareholder's group, or
  - (iii) any loan or finance provided by any B Shareholder or member of the B Shareholder's group used to refinance any loan or finance provided by any A Shareholder or member of any A Shareholder's group on terms approved by the A Shareholder (such approval not to be unreasonably withheld or delayed), or
- (h) undertake any business other than the Business