

Company number: 05232298

THE COMPANIES ACTS 1985 AND 1989

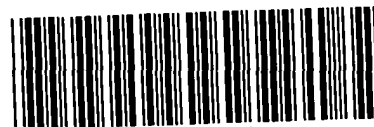
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SIBLU UK LIMITED

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27/07/2021

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COMPANIES HOUSE

**(Adopted on incorporation and as amended by Written Resolutions passed on 28 October 2004
and further Written Resolutions passed on 18 December 2020)**

1. Interpretation

The Regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.

2. Share Capital

- 2.1 The share capital of the Company at the date of incorporation is £100,000 divided into 100,000 ordinary shares of £1 each.
- 2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- 2.3 (a) Save as otherwise provided in these Articles and subject to any renewal, revocation or variation of this authority by the Company in general meeting the directors are hereby unconditionally authorised for the purposes of Section 80 of the Act to allot dispose of and grant options and rights of conversion and subscription over relevant securities (as defined in the Act) up to an aggregate nominal amount of £99,999 during the period expiring at the end of five years from the date of incorporation of the Company.

- (b) The Company may at any time prior to the expiry of the authority conferred by Article 2.3(a) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.
- (c) Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.

3. Share Certificates

The second sentence of Regulation 6 in Table A shall be substituted by the following:

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal."

4. Transfer of Shares

- 4.1 In Regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.
- 4.2 Regulation 24 of Table A shall not apply to the Company.
- 4.3 Regulation 8 of Table A shall not apply to the Company.

5A General Meetings

- 5A.1 Save where expressly provided otherwise in these Articles, all general meetings (including annual general meetings and extraordinary general meetings) shall be held in the United Kingdom.

5. Proceedings at General Meetings

- 5.1 The following shall apply to the Company in place of Regulation 40 of Table A:

"No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985.

- 5.2 The following shall apply to the Company in place of Regulation 41 of Table A:

"If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".

- 5.3 Subject to the requirements of the Companies Act 2006 (as amended, extended or re-enacted from time to time) (the "**2006 Act**") and the exceptions detailed in Article 5.4 below, the Company shall, and the directors shall procure that the member (where only one) or members (where more than one) of the Company shall, to the fullest extent possible at the relevant time, seek to pass every ordinary resolution (as defined in section 282 of the 2006 Act) and every special resolution (as defined in section 283 of the 2006 Act):

- (a) at a general meeting of the Company convened and held in accordance with the provisions of these Articles and in the United Kingdom; or
- (b) by way of written resolutions in accordance with the 2006 Act but only to the extent that such written resolutions are executed in the United Kingdom and/or signed in the United

Kingdom by, or on behalf of, the member(s) (as the case may be) of the Company required to pass the necessary resolution. Regulation 53 of Table A shall be modified accordingly.

5.4 The exceptions referred to in Article 5.3 above are where, as a result of:

- (a) freedom of movement within the United Kingdom or from France to the United Kingdom (or vice versa) being subject by law to significant restrictions making it impossible and/or economically prohibitive to organise and/or implement the necessary journey; and/or
- (b) sickness, physical or mental incapability; and/or
- (c) any other reason which, in the reasonable opinion of the majority of directors in office at that time, is deemed to be exceptional,

it is not possible to satisfy either paragraphs (a) or (b) of Article 5.3 above in which case the member (where only one) or members (where more than one) of the Company shall be entitled to pass written resolutions in accordance with the 2006 Act and such written resolutions shall not be required to be executed and/or signed by, or on behalf of the relevant member(s), in the United Kingdom.

6. Number of Directors

The following shall apply to the Company in place of Regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".

7. Alternate Directors

7.1A The following shall apply to the Company in place of Regulation 65 of Table A:

"Any director (other than an alternate director) may appoint:

- (a) any other director that is tax resident in the United Kingdom; or

- (b) any other person that is: (1) tax resident in the United Kingdom; (2) approved by resolution of the directors; and (3) willing to act,

to be an alternate director and may remove from office an alternate director so appointed by him".

7.1 The following shall apply to the Company in place of Regulation 66 of Table A:

"An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director or any other person approved pursuant to Article 7.1A above may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present."

7.2 At the end of Regulation 67 of Table A (as applicable to the Company) there shall be added the following sentence:

"The appointment of an alternate director shall also determine automatically on the happening of any event which, if he were a director, would cause him to vacate his office as director."

8. Appointment and Retirement of Directors

8.1 Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of Regulation 79 in Table A, shall not apply to the Company.

8.2 For so long as the Company is a wholly-owned subsidiary, the parent company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said parent company and shall take effect upon receipt at the registered office of the Company or by the secretary.

9. Directors' Interests

A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

10. Proceedings of Directors

10.1 Subject to the exceptions detailed in Article 10.2 below, the business of the directors, or of a committee of directors, shall, be undertaken:

- (a) by way of physical meetings held in the United Kingdom; or
- (b) by way of resolutions in writing in accordance with Regulation 93 of Table A, but only to the extent that such resolutions in writing are executed and/or signed by, or on behalf of, the director(s), or a committee of directors (as the case may be), in the United Kingdom,

and Regulations 88 and 93 of Table A shall be modified accordingly.

10.2 The exceptions referred to in Article 10.1 above are where, as a result of:

- (a) freedom of movement within the United Kingdom or from France to the United Kingdom (or vice versa) being subject by law to significant restrictions making it impossible and/or economically prohibitive to organise and/or implement the necessary journey; and/or
- (b) sickness, physical or mental incapability; and/or
- (c) any other reason which, in the reasonable opinion of the majority of directors in office at that time, is deemed to be exceptional,

it is not possible to satisfy any of paragraphs (a), (b) or (c) of Article 10.1 above in which case the business of the directors, or of a committee of directors, can, be undertaken:

- (d) by way of communication by telephone or audio visual communications media or such other form through which they can each communicate to the others any information or opinions they have on any particular item of business, but provided that in each case: (1) the telephone or audio visual communications media or such other form of communication that may be used is initiated/opened/hosted from, and chaired in, the United Kingdom; (2) the number of directors participating in such communication constitutes a quorum in accordance with these Articles and the chairman of the meeting is tax resident in the United Kingdom at that time; and (3) the resolutions passed pursuant to this Article are reflected in minutes that are signed by the chairman of the meeting. A resolution made by a majority of the directors in pursuance of this Article shall be as valid as it would have been if made by them at a physical meeting duly convened and held; or
- (e) by way of a resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors (as the case may be) and such a resolution shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. For the avoidance of doubt, the jurisdiction in which one or more of the signatories to any such resolution in writing sign/execute the resolution in writing shall be irrelevant.

10.3 The following shall apply to the Company in place of Regulation 89 of Table A:

"The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two directors, one of whom must be tax resident in the United Kingdom at that time. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum".

11. Indemnity

The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary