

SIBEN LIMITED

No. 05388985

COMPANY NUMBER 05388985

THE COMPANIES ACT 2006 (the "Act")

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SIBEN LIMITED (the Company)

(Adopted by special resolution passed on 24/05/2023)

1. Interpretation

- 1.1 The following definitions and rules of interpretation apply in these Articles:

Act: the Companies Act 2006.

Articles: the Company's articles of association for the time being in force.

Model Articles: the model articles for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 (*SI 2008/3229*), as amended prior to the date of adoption of these Articles.

2. Adoption of the Model Articles

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Model article 7 shall not apply to the Company and shall be replaced with the following Article 7:

7. Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the company only has one director then the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to quorum requirements or directors' decision-making. A sole director shall be entitled to exercise all powers and discretions conferred on the directors by the Act or the Articles and nothing in these Articles is to be construed as requiring the company to have more than one director.

- 2.3 Model article 11 shall not apply to the Company and shall be replaced with the following Article 11:

11. Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but-

(a) if the company has two or more directors then it must never be less than two, and unless otherwise fixed it is two; and

(b) if the company has one director, then the quorum is one director and such director may take decisions without regard to any of the provisions of the Articles relating to quorum or directors' decision-making.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the shareholders to appoint further directors.

2.4 Model article 14 shall not apply to the Company and shall be replaced with the following Article 14:

14. Conflicts of interest

14. A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which the director has, directly or indirectly, any kind of interest whatsoever, and if the director shall vote on any such resolution the director's vote shall be counted; and in relation to any such resolution the director shall (whether or not the director shall vote on it) be taken into account in calculating the quorum present at the meeting.