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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**TRIODE ACQUISITIONS UK LIMITED**

(Adopted by a special resolution passed on 10 October 2006)  
and amended by a special resolution  
passed on 15 March 2018

CB Co.

**McCann FitzGerald**  
2 Harbourmaster Place  
International Financial Services Centre  
Dublin 2

LDNCOM 983644.5  
LDNCOM 983644.4

WEDNESDAY



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COMPANIES HOUSE

**COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

**-of-**

**TRIODE ACQUISITIONS UK LIMITED**

**PRELIMINARY**

1. No regulations for the management of a company set out in any schedule to any statute concerning companies or contained in any regulations or instrument made pursuant to a statute shall apply to the Company, but the following shall be the articles of association of the Company.
2. In these Articles the following words or symbols shall have the following meanings unless such meanings are inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
<b>the Act</b>	the Companies Act 1985 and every statutory extension modification and re-enactment thereof from time to time in force.
<b>the Directors</b>	the Directors for the time being and from time to time of the Company or the Directors present at a meeting of the Board of Directors.
<b>the Office</b>	the Registered Office for the time being and from time to time of the Company.
<b>the Register</b>	the Register of Members to be kept as required by section 352 of the Act.
<b>these Articles</b>	these Articles of Association, as originally framed, or as varied from time to time by special resolution.
<b>the Seal</b>	the common seal of the Company.
<b>the Secretary</b>	shall include an assistant or an acting secretary for the time being.
<b>United Kingdom</b>	means Great Britain and Northern Ireland.
<b>dividend</b>	dividend and/or bonus.
<b>Holding Company</b>	any body holding more than half in nominal value of the shares in the Company carrying

voting rights (other than voting rights which arise only in specified circumstances).

**Month**

calendar month.

**Paid up**

paid up or credited as paid up.

**£**

pounds sterling.

Where a reference is made to a particular section or sections of the Act the reference shall be to such section or sections of the Act as the same may be from time to time amended or replaced.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and any other means of reproducing or representing words in visible form.

Words importing the singular number only shall include the plural number and vice versa, and words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meanings as in the Act as in force at the date on which these Articles become binding on the Company.

### **PRIVATE COMPANY**

3. (1) The Company is a private company, and accordingly:

- (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
- (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be members of the Company) is limited to fifty; so however that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- (d) the Company shall not have power to issue share warrants to bearer.

(2) If and for so long as the Company has only one member:

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be a quorum;

- (b) a proxy for the sole member may vote on a show of hands;
- (c) the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be Chairman of any general meeting of the Company;
- (d) all other provisions of these Articles apply with any necessary modification (unless the provision expressly provides otherwise).

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

- 4. The share capital of the Company is £10,000,000 divided into 1,000,000,000 ordinary shares of £0.01 each.
- 5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares in the Company, any share in the Company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by special resolution determine, and subject to the provisions of the Act, any shares may be issued on the terms that they are, or are liable at the option of the Company or the holder, to be redeemed on such terms and in such manner as may be provided by these Articles. Subject as aforesaid, the Company may cancel any shares so redeemed or may hold them as treasury shares and re-issue any such treasury shares as shares of any class or classes.
- 6.
  - (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class but not otherwise.
  - (2) The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
  - (3) To every such separate general meeting held pursuant to paragraph (1) of this Article all the provisions of these Articles relating to general meetings of the Company shall apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum). Any holder of the shares of the class present in person or by proxy may demand a poll, and each such person shall upon such poll have one vote in respect of every share of the class held by him respectively.
- 7.
  - (1) Subject to the provisions of the Act and these Articles, the shares shall be at the disposal of the Directors, and, provided that if and so long as any company

is for the time being a Holding Company the prior consent in writing of such company has been obtained (such consent not being required when the shares are to be allotted to such Holding Company) they may allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company and its shareholders.

- (2) For the purposes of section 80 of the Act the Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of the authorised but unissued share capital of the Company provided that this authority shall expire after a period of five years from the date of adoption of these Articles (being [ ] October 2011). The Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement, notwithstanding that the authority hereby conferred has expired.
  - (3) The pre-emption provisions of Section 89(1) and section 90(1) to (6) (inclusive) of the Act shall not apply to any allotment of the Company's equity securities (as defined in section 94 of the Act) pursuant to the authority conferred by Article 7(2).
8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder, but this shall not preclude the Company from requiring the members or a transferee of shares to furnish the Company within formation as to the beneficial ownership of any share when such information is reasonably required by the Company.
9. Every person whose name is entered as a member in the Register shall be entitled without payment to one certificate for all his shares and, if he transfers part of his holding, to one certificate for the balance. Upon payment of such sum, not exceeding €0.05 for every certificate after the first, as the Directors shall from time to time determine, he shall also be entitled to several certificates, each for one or more of his shares. Every certificate shall be issued within two months after allotment or the lodgment with the Company of a transfer of the shares, unless the conditions of issue of such shares otherwise provide. Every such certificate shall be under the Seal and shall specify the number and class of shares to which it relates, the distinguishing numbers (if any) allocated to such shares and the amount paid up thereon. The Company shall not be bound to register more than three persons as joint holders of any share (except in the case of executors or trustees of a deceased member) and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

10. If any such certificate shall be worn out, defaced, destroyed or lost, it maybe renewed on such evidence being produced and on payment of such amount not exceeding €0.05 as the Directors shall require, and, in case of wearing out or defacement, on delivery up of the old certificate and, in case of destruction or loss, on execution of such indemnity (if any) as the Directors may from time to time require. In case of destruction or loss, the member to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

#### **LIEN**

11. Subject to Article 15, the Company shall have a first and paramount lien on every share (not being a fully paid up share) for all monies (whether immediately payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member (whether solely or jointly with others) for all monies due to the Company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such monies are presently payable or not; but the Directors may at anytime declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.
12. For the purpose of enforcing any such lien as aforesaid the Directors may sell, all or any shares subject thereto at such time and in such manner as the Directors think fit, but no sale shall be made unless a sum in respect of which the lien exists is immediately payable, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is immediately payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy (as the case may be).
13. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The net proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is immediately payable, and the residue, if any, shall (subject to a like lien for sums not immediately payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.
15. Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (not being a fully paid share) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security.

## **CALLS ON SHARES**

16. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that excepting so far as may be otherwise agreed between the Company and any member in the case of the shares held by him no call shall be payable at less than one month from the date fixed for payment of the last preceding call, and each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
19. On the trial or hearing of any action for the recovery of any money due for any call it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt has accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member sued, in the pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
20. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
21. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

## **FORFEITURE**

22. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

23. The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
24. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.
25. A forfeited share may be sold, re-issued, or otherwise disposed of, either to the person who was before the forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid, and at any time before such sale, re-issue or disposal the forfeiture may be cancelled on such terms as the Directors may think fit. The Directors may, if necessary, authorise some person to transfer a forfeited share to such other person.
26. A member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture with interest thereon to the date of payment at such rate not exceeding ten per cent. per annum as the Directors shall think fit, in the same manner and in all respects as if the shares had not been forfeited, and to satisfy all claims and demands (if any) which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.
27. A statutory declaration that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-issue or disposal of the share.
28. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.



## TRANSFER OF SHARES

29. All transfers of shares shall be effected by transfer in writing in any usual or common form, or in any other form which the Directors may approve but need not be under seal.
30. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share not fully paid shall also be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.
31. Subject to Article 35, 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.
32. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
33. All instruments of transfer which shall be registered shall be retained by the Company.
34. Notwithstanding anything in these Articles, the Directors shall be entitled to refuse to recognise and to refuse to register a renunciation of the allotment of any shares by the allottee in favour of some other person, in the same manner and for the same reasons, if any, but not otherwise as they would be entitled to refuse to recognise or to register a transfer of shares from such allottee to such other person.
35.
  - (a) Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-
    - (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"); or
    - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
    - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Articles or any such agreement or

arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation unless not less than 60 days' written notice thereof shall have been given to any such Secured Institution by the Company.

- (b) Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer is to a Holding Company.

### TRANSMISSION OF SHARES

36. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was the sole holder, shall be the only person(s) recognised by the Company as having any title to his interest in the shares: but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors, in either case shall have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.
38. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
39. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company, so, however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days, the Directors may thereupon withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

## INCREASE AND ALTERATION OF CAPITAL

- 40.
- (a) The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
  - (b) Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the pre-existing capital, and shall be subject to the provisions herein contained.
41. The Company from time to time and at any time may by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association;
  - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person.
42. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or share premium account in any manner and with and subject to any incident authorised, and consent required, by law.

## PURCHASE OF OWN SHARES

43. Subject to the provisions of the Act and to any rights conferred on the holders of any class of shares, the Company may purchase all or any of its own shares of any class, including any redeemable shares. Neither the Company nor the Directors shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject as aforesaid, the Company may cancel any shares so purchased or may hold them as treasury shares and reissue any such treasury shares as shares of any class or classes. Notwithstanding anything to the contrary contained in these Articles, the rights attached to any class of shares shall be deemed not to be varied by anything done by the Company pursuant to this Article.

## GENERAL MEETINGS

44. (1) Subject to paragraph (2) the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following.

45. The annual general meeting shall be held at such time and place as the Directors shall determine and all general meetings other than annual general meetings shall be called extraordinary general meetings and shall be held at such time and place as the Directors shall determine.
46. The Directors may whenever they think fit, convene an extraordinary general meeting and an extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

#### **NOTICE OF GENERAL MEETINGS**

47. Subject to the provisions of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Company. Every such notice shall comply with the provisions of the Act as to giving information to the members in regard to their right to appoint proxies. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
48. A meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in Article 47 be deemed to have been duly called if it is so agreed by the auditors and all the members entitled to attend and vote thereat.
49. Where, by any provision contained in the Act, extended notice is required of a resolution, the resolution shall not be effective unless (except when the Directors have resolved to submit it) notice of the intention to move it has been given to the Company not less than 28 days (or such other period as the Act permit) before the meeting at which it is to be moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.
50. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

51. No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 3(2), two members present in person, or by proxy, or (being corporations) present by a representative shall be a quorum for all purposes.
52. If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on 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 at such other time and place as the members present may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand dissolved.

53. Subject to Article 3(2), the chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company, or if there be no such chairman or he is not present within fifteen minutes after the time appointed for the holding of the meeting or he is unwilling to act, the Directors present shall choose one of their number to be chairman of the meeting.
54. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be chairman of the meeting.
55. The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
56. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman; or
  - (b) by any member present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

57. Except on the questions of the appointment of a chairman or of an adjournment (in which cases a poll shall be taken immediately) a poll shall be taken in such manner and at such a time as the chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting.
58. When there is an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

### VOTES OF MEMBERS

59. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member (who being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on a poll every member shall have one vote for each share of which he is the holder.
60. Where there are joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register.
61. Votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
62. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A member shall in addition be entitled to appoint a proxy by facsimile but no such appointment shall be valid unless or until any Director shall have endorsed the same with a certificate that he is satisfied as to the authenticity thereof. A proxy need not be a member of the Company.
63. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
64. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
65. An instrument appointing a proxy shall be in the following form or in any other form which the Directors may accept;

**“Triode Acquisitions UK Limited**

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the above-named Company hereby appoint  
of

or failing him of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the                      day of                      20                      and at any adjournment thereof.

Signed this                      day of                      20                      .

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\*Strike out whichever is not desired."

66. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
67. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives).

#### **BODY CORPORATES ACTING BY REPRESENTATIVES**

68. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of members of the Company, and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he or they represent(s) as the body corporate could exercise if it were an individual member of the Company.

#### **DIRECTORS**

69. There shall be a minimum of two Directors.
- 70.
- (a) If and so long as any body is for the time being a Holding Company the power to appoint Directors (whether to fill casual vacancies or as an addition to the Board or otherwise), and the power to remove any Director, howsoever appointed, shall reside exclusively in the Holding Company.
  - (b) Any such appointment or removal shall be effected by a notice in writing signed by a director or secretary of the Holding Company and shall be effective forthwith upon the delivery of such notice to the Company at the Office.

71. No shareholding qualification shall be required for Directors.
72. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. The Directors may also be paid all such reasonable expenses as may be properly incurred by them in attending and returning from meetings of the Directors, or of any committee of the Directors, or general meetings, or otherwise in or about the business of the Company.
73. The office of Director shall be vacated automatically:
- (a) if he is adjudicated bankrupt, or any event equivalent or analogous thereto occurs, in the United Kingdom or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or
  - (b) if he becomes of unsound mind; or
  - (c) if he ceases to be a Director or is prohibited from being a Director by reason of any law or order made under any provision of the Act; or
  - (d) if he be absent from meetings of the Directors for six consecutive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead and the Directors resolve that his office be vacated; or
  - (e) if he, not being a Director holding any executive office for a fixed period, resigns his office by notice in writing to the Company; or
  - (f) if he is convicted of an indictable offence unless the Directors otherwise determine; or
  - (g) if he is removed under Article 70.
74. (1) The Directors may from time to time appoint one or more of their body to be the holder of any executive office, including the office of chairman or deputy-chairman or managing or joint managing or deputy or assistant managing director, on such terms and for such period as they may think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
- (2) The appointment of any Director to the office of chairman or deputy-chairman or managing or joint managing or deputy or assistant managing director shall terminate ipso facto if he shall cease from any cause to be a Director.
- (3) The appointment of any Director to any other executive office shall terminate ipso facto if he shall cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise.
- (4) Any Director who is appointed to any executive office including the office of chairman or deputy chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra



remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

- (5) The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
75. (1) A Holding Company shall be entitled to appoint any person as an alternate Director for a Director (referred to in this Article as "his appointor") and may at any time revoke any appointment so made, any such appointment or removal being effected in the manner provided in Article 70.
- (2) Any alternate Director shall be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not present, to exercise all the functions of his appointor as a Director (except in respect of the power to appoint an alternate). Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director).
- (3) An alternate Director shall while acting as such be deemed an officer of the Company and not the agent of his appointor. An alternate Director shall not be entitled to receive from the Company any part of the appointor's remuneration.
- (4) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

#### **BORROWING POWERS**

76. The Directors may without any limitation as to amount exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or part thereof, and subject to the Act 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.

#### **POWERS AND DUTIES OF DIRECTORS**

77. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to any of these Articles and to the provisions of the Act.
78. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power

of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

79. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.
80. A Director may vote in respect of any contract appointment or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.
81. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
82. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, in such manner as the Directors shall from time to time by resolution determine.
83. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at anytime in the employment or service of the Company or of any company which is or was a subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary or holding company and the spouses, widows and widowers, families, relatives or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to

advance the interests and well-being of the Company or of any such other company as aforesaid, or its members, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. Provided that any Director shall be entitled to retain any benefit received by him hereunder, subject only, where the Act require, to proper disclosure to the members and the approval of the Company in general meeting.

84. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

### **PROCEEDINGS OF DIRECTORS**

85. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall in the absence of an agreement to the contrary be decided by a majority of votes. Where there is an equality of votes, the chairman shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time *summon a meeting of the Directors*. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the United Kingdom, is for the time being absent from the United Kingdom .
86. The quorum necessary 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, provided that two persons are personally present. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
87. The chairman, or deputy chairman, if any, shall preside at each meeting of Directors provided that if no chairman or deputy chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
88. The Directors may delegate any of their powers to committees consisting of such member or members of their body and such other person as they think fit (provided a majority of the members are Directors). Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.
89. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

90. All acts done by any meeting of Directors, or any committee appointed under Article 88 or any person acting as a Director, shall, as regards all persons dealing in good faith with the Company, notwithstanding that it be afterwards discovered there was some defect in the appointment or continuance in office of any such Director, or member of a committee or person acting as aforesaid, or that they or any of them were disqualified be as valid as if such defect had not occurred.
91. The Directors may appoint any managers or agents for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may fix their remuneration, and may delegate to any manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
92. The continuing Directors may act notwithstanding any vacancy in their number, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.
93. A resolution in writing signed by all the Directors shall be as effective as our solution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Such a resolution may (unless the Directors shall otherwise determine either generally or in any specific case) be transmitted by facsimile provided that in the case of each such facsimile the Secretary or a Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.
94. (a) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such a meeting, provided that:
- (i) each of the Directors taking part in the meeting must be able to hear, and speak to, each of the other Directors taking part; and
  - (ii) at the commencement of the meeting each Director must acknowledge his presence and that he accepts that the proceedings shall be deemed to be a meeting of the Directors.
- (b) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the

express consent of the chairman of the meeting to leave the meeting as aforesaid.

- (c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.
  - (d) The provisions of this Article shall apply, mutatis mutandis, to meetings of committees of the Directors.
95. Subject to the provisions of Article 70, the Directors shall have power at anytime, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.

### **SECRETARY**

96. 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.
97. Anything by the Act or these Articles required or authorised to be done by or to the Secretary may be done by or to any assistant or acting secretary, or if there is no assistant or acting secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

### **THE SEAL**

98. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.
99. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

### **AUTHENTICATION OF DOCUMENTS**

100. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

101. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

### **DIVIDENDS AND RESERVE**

102. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
103. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
104. No dividend shall be paid otherwise than in accordance with the provisions of the Act.
105. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may lawfully determine. The Directors may also, without placing the same to reserve, carry forward any profits which they may think it prudent not to divide.
106. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
107. The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
108. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.
109. Any dividend, interest or other monies payable in cash in respect of any share, may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or, where there are joint holders, to the registered address of that one of the joint holders who is first named in the Register, or to such person and to such address as the holder or joint holders may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may direct, and payment of the cheque or warrant shall be a good

discharge for the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

110. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other monies payable in respect of the shares held by them as joint holders.
111. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.
112. No dividend shall bear interest against the Company.

#### **ACCOUNTS**

113. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
114. The books of account shall be kept at the Office, or at such other place within the United Kingdom or (subject to compliance with the Act) outside the United Kingdom as the Directors think fit, and shall always be open to the inspection of the Directors, or of members as authorised by the Directors.
115. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.
116. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.

#### **CAPITALISATION OF PROFITS**

117. Subject to the provisions of the Act the Company may by ordinary resolution on the recommendation of the Directors resolve that it is desirable to capitalise any undistributed profits of the Company (including profits carried and standing to any reserve or reserves) and any accretions of capital assets or other capital surplus not currently required for paying the fixed dividends on any shares entitled to fixed

preferential dividends with or without further participation in profits or, subject as hereinafter provided, any sums standing to the credit of any share premium account or capital redemption reserve fund, and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such profits or sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares or debentures held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, or partly in one way and partly in the other, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid: provided that any share premium account or capital redemption reserve fund or capital surplus arising on the revaluation of unrealised fixed assets may, for the purpose of this Article, only be applied in the paying up of unissued shares (other than redeemable preference shares) to be issued to members as fully paid.

118. Whenever such a resolution as is referred to in Article 117 shall have been passed, the Directors shall make all appropriations and applications of the undistributed profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares and debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision as they shall think fit for the case of shares or debentures becoming distributable in fractions (and, in particular but without prejudicing the generality of the foregoing, to sell the shares or debentures represented by such fractions and distribute the net proceeds of such sale amongst the members otherwise entitled to such fractions in due proportions) and also to authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures to which they may become entitled on such capitalisation or, as the case may require, for the payment up by the application hereto of their respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### AUDITORS

119. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
120. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

#### NOTICES

121. Notice of every general meeting and every separate general meeting of the holders of any class of shares in the capital of the Company shall be given in any manner authorised by these Articles to:



- (a) every member of the Company entitled to attend or vote thereat; and
- (b) every person entitled to receive dividends in respect of a share vested in him in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) every Director for the time being of the Company; and
- (d) the auditor for the time being of the Company.

No other person shall be entitled to receive notice of general meetings. Every person entitled to receive notice of every such general meeting shall be entitled to attend thereat.

- 122. A notice may be given in pursuance of these Articles to any person entitled to same either personally or by sending it to him by post at his registered address, or transmitting to a facsimile number previously supplied to the Secretary, or in the case of a notice given to the Company, at its registered office. Where notice is sent by post, service of the notice shall be deemed to have been effected at the expiration of 48 hours after the letter containing same properly addressed and prepaid is posted. Where notice is sent by facsimile, notice shall be deemed to have been effected when the sender receives a completed transmission sheet or otherwise receives a mechanical confirmation of transmission.
- 123. The signature to any notice to be given by or to the Company may be written or printed.
- 124. Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided by these Articles or required by the Act, be counted in such number of days or other period.

#### **WINDING UP**

- 125. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

#### **SINGLE MEMBER COMPANY**

- 126. If at any time, and for as long as, the Company has a single member and in the absence of any express provision to the contrary, all of the provisions of these Articles shall apply with such modification as may be necessary in relation to a company with a single member.

- (a) every member of the Company entitled to attend or vote thereat; and
- (b) every person entitled to receive dividends in respect of a share vested in him in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) every Director for the time being of the Company; and
- (d) the auditor for the time being of the Company.

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## INDEMNITY AND INSURANCE

127. Subject to the provisions of the Act (but without prejudice to any indemnity to which a director or other officer of the Company may otherwise be entitled), the Directors may exercise the power of the Company to:
- (a) indemnify any Director or other office (other than any person engaged as auditor) of the Company out of the assets of the Company against any liability in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that, in the case of a director, no indemnity may be provided against any such liability incurred by him unless such indemnity is provided pursuant to a "qualifying third party indemnity provision" within the meaning of the Act; and/or
  - (b) provide any director or other officer (other than any person engaged as auditor) of the Company with funds to meet expenditure incurred or to be incurred by such director or other officer in defending any criminal or civil proceedings, or in connection with an application to the court for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company or do anything to enable a director or other officer to avoid incurring such expenditure.
128. Without prejudice to Article 127 but subject to the provisions of the Act, the Directors may exercise the power of the Company to purchase and maintain insurance at the expense of the Company for the benefit of Directors or other officers (other than any person engaged as auditor) of the Company or of any Holding Company of the Company or of any subsidiary undertaking of the Company or of such Holding Company against any liability which attaches to them or loss of expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors or officers of the Company or of any Holding Company of the Company or of any subsidiary undertaking of the Company or of such Holding Company.

**LIEN**

129. Notwithstanding anything otherwise provided in these articles, the Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person.