

APPENDIX A

Articles of association

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

– of –

SPECIALIST MARINE CONSULTANTS LIMITED

Company Number 05972360

PRELIMINARY

1. (A) The Regulations contained in Table A of the Companies (Tables A to F) (amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the following Articles hereon shall be the regulations of the Company.

(B) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined.

SHARES

2. (A) In accordance with section 551 of the Companies Act 2006, the Directors of the Company are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £200 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which these articles of association are adopted by the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to

the Directors but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

(B) In accordance with section 570 of the Companies Act 2006, the Directors of the Company are generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by article 2.(A) above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £200 and shall expire on the fifth anniversary of the date on which these articles of association are adopted by the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired..

3. In regulation 8 of Table A the words "not being a fully paid share" shall be omitted. The Company shall have a first and paramount lien on all shares (whether or not it is a fully paid share), standing registered in the name of any person indebted or under liability to the Company, (whether he/she be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him/her or his/her estate to the Company. The liability of any member in default in respect of a call shall be increased by the addition of the words "and all expenses that may have been incurred by the Company by reason of such non-payment" at the end of the first sentence of Clause 18 in Table A.

4. Subject to the provisions of Part V of the Act.

(A) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by a Special Resolution of the Company in General Meeting before a contract is entered into.

(B) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give any such financial assistance, or to make any such payment out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be authorised by a Special Resolution of the Company in General Meeting.

- 5A. (A) The following definitions shall apply for the purposes of this article 4A:
- (i) "Ordinary A Shares" means the ordinary A shares of £1.00 each in the issued share capital of the Company;
 - (ii) "Ordinary B Shares" means the ordinary B shares of £1.00 each in the issued share capital of the Company; and
 - (iii) "Ordinary C Shares" means the ordinary C shares of £1.00 each in the issued share capital of the Company.
- (B) Save as provided by article 5A.(C) below, the Ordinary A Shares, Ordinary B Shares and Ordinary C Shares shall rank *pari passu* and shall have full rights as to voting, dividends, and capital on a winding up.
- (C) The Directors of the Company shall be entitled to recommend, declare and/ or pay a dividend on a certain class or classes of shares but not the other (or others as the case may be), or on some or all classes of shares at the same rate, or on some or all classes of shares but at different rates.
- (D) Notwithstanding any similarities between the rights attaching to the Ordinary A Shares, Ordinary B Shares and Ordinary C Shares each of the aforementioned classes of shares shall constitute a separate class of shares.

GENERAL MEETINGS AND RESOLUTIONS

5. (A) A notice convening a General Meeting must give information to Members in regard to their right to appoint proxies as stated under Section 372 (3) of the Act; and any notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to both Directors and Auditors for the time being of the Company.
- (B) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph 5(E) below 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.
- (C) If a quorum is not present within half an hour from the time appointed for a General Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and location or to such other day, time and location as the Directors may determine; if a quorum is not present at the adjourned General Meeting within half an hour from the time appointed therefor such adjourned General meeting shall

be dissolved.

(D) Clause 40 and 41 in Table A shall not apply to the Company.

(E) If the Company has only one Member, that Member present in person or by proxy or (if that Member is a Corporation) a duly authorised representative shall be a quorum.

6. If the Company has only one Member and that Member makes a decision which is required to be taken in General Meeting or by a written resolution, that decision shall be as valid and effective as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act. Any decisions shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

DIRECTORS

7. (A) Clause 64 in Table A shall not apply to the Company.

(B) Unless and until the Company in General Meeting shall otherwise determine, there shall be no limitation as to the number of Directors. Whenever the minimum number of Directors shall be one, a sole Director may exercise all the powers and authorities vested in the Directors by Table A and by these Articles. Clause 89 in Table A shall be modified accordingly.

(C) The Directors of the Company shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(D) (i) No person shall be appointed a Director at any General Meeting unless either he or she is recommended by the Directors or if not less than fourteen nor more than thirty-five clear days before the General meeting date, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(ii) Subject to the above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either as an additional Director or to fill a vacant position.

(iii) In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis (unless the terms of his appointment otherwise provides)

(iv) The directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

(E) In the case where as the result of the death of a sole Member of the Company whereon the Company has no Members and no Directors the personal representatives of the deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph 7(D)(ii) above.

8. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of 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.
9. A Director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meetings or committees of the Directors to one vote for every Director whom he/she represents in addition to his/her own vote (if any) as a Director, but in relation to determining a quorum he or she shall count as only one.

GRATUITIES AND PENSIONS

10. The Directors may exercise the authority conferred by Clause 3(N) of the Memorandum of Association of the Company and are entitled to retain benefits received by them or any of them by reason of the exercise of such authority. Clause 87 in Table A shall not apply to the Company.

DIRECTORS INTERESTS

11. A Director may vote as a Director on any resolutions concerning any contract or arrangement in which he or she has an interest or upon any matter arising thereout, and if the said Director shall vote on any such resolution as aforesaid his or her vote shall be counted and the said Director shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Clause 94-98

(inclusive) of Table A shall not apply to the Company.

INDEMNITY

12. Subject to the provisions of Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution and discharge of the duties of his or her office.

COMPANY SEAL

13. The obligation under Regulation 6 of Table A relating to the sealing of Share Certificates shall only apply if the Company has a seal.

TRANSFER OF SHARES


14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Clause 24 in Table A shall not apply to the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

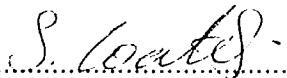
The undersigned, being all of those persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by **IAN RICHARD COATES**


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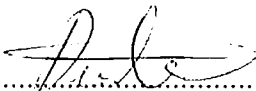
Date

Signed by **SUZANNE MARGARET COATES**


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12 / 10 / 20 20
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Date

Signed by **DEAN COATES**


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12 / 10 / 20 20
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Date

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By Hand:** Delivering the signed copy to Andrew Jackson Solicitors LLP, Marina Court, Castle Street, Hull, HU1 1TJ marked for the attention of Daniel Hammond.
 - **Post:** Returning the signed copy by post to Andrew Jackson Solicitors LLP, Marina Court, Castle Street, Hull, HU1 1TJ marked for the attention of Daniel Hammond.
 - **Email:** By attaching a scanned copy of the signed document to an email and sending it to daniel.hammond@andrewjackson.co.uk. Please enter "Written resolutions of Specialist Marine Consultants Limited" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass by the date falling 28 days after the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.