

6217837

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ACCELYA UK LIMITED¹

WEDNESDAY



R33HPZ15
RM 12/03/2014 #76
COMPANIES HOUSE

¹ The Company was incorporated as Bondgreene Limited. On May 22, 2007 the name of the Company was changed to ADP Clearing Limited. On November 15th, 2007 the name of the company was changed to Accelya UK Limited.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ACCELYA UK LIMITED²

INTRODUCTORY

1 1 The regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Table A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (in the following Articles "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles

1 2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation

1 3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company

1 4 Regulations 8 to 11 (inclusive) of Table A shall not apply to any shares that have been charged or mortgaged in favour of any bank, institution or person (or in favour of any nominee of such bank, institution or person)

2 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder

SHARE CAPITAL

3 The current share capital of the Company is £60,000,000 divided into 60,000,000 Ordinary Shares of £1 each

4 1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling

² The Company was incorporated as Bondgreene Limited. On May 22, 2007 the name of the Company was changed to ADP Clearing Limited. On November 15th, 2007 the name of the company was changed to Accelya UK Limited

Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount

4 2 The Directors are authorised, for the purposes of section 80 of the Act, to allot and issue relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value of £59,999,999 This authority shall expire on the fifth anniversary of the date of the Company's incorporation, unless previously revoked, renewed or varied by the Company in general meeting

4 3 The Directors shall be entitled, pursuant to the authority conferred by Article 4 2 or any renewal or variation of such authority, to make at any time prior to its expiry an offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement

4 4 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company

TRANSFER OF SHARES

5 1 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 5 2 In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence

5 2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as agent or attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person

5 3 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares where

- (i) such transfer is executed in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution or any other person to whom such shares have been charged or mortgaged, or
- (ii) such transfer is executed by any bank, Financial Institution or an agent or trustee for any Financial Institution or any other person to whom such shares have been transferred pursuant to any power of sale under a charge or mortgage referred to in paragraph (i) above "

GENERAL MEETINGS

6 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum.

DIRECTORS

7 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".

8 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or if pursuant to this Article).

9 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and"

10 1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "and may also determine the rotation in which any additional Directors are to retire"

10 2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.

10 3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.

11 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph "(e) he is removed from office under the provisions of Article 8 of the Company's Articles of Association"

PROCEEDINGS OF DIRECTORS

12 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.

13 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

EXECUTION OF DOCUMENTS

14 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence

"Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Director shall (to extent permitted by the Act) have effect as if executed by affixing the seal"

INDEMNITY

15 1 This Article 15 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly. This Article is also without prejudice to any indemnity to which any person may otherwise be entitled.

15 2 The Company may indemnify any person who is a Director, the secretary or another officer of the Company (other than an auditor) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.

15 3 The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any such Director, secretary or other officer and they may provide any such person with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil (including regulatory) proceedings or in connection with an application under any of sections 144(3), 144(4) or 727 of the Act.

ELECTRONIC COMMUNICATIONS

16 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

17 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence:

"The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon."

18 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences:

"In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote. An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid."

19 In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words "after the time it was sent" at the end of the third sentence

"Notwithstanding that the Company is aware of the failure in delivery of such electronic communication Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt"