

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
SOUTH COAST INSULATION SERVICES LIMITED

THURSDAY



1 INTERPRETATION

In these articles, unless the context otherwise requires, the following definitions and rules of interpretation shall apply

- 1 1 "the Act" means the Companies Act 2006,
- 1 2 "articles" means the company's articles of association for the time being in force,
- 1 3 "business day" means any day other than a Saturday, Sunday or public holiday in England and Wales,
- 1 4 "conflict" shall have the meaning given in article 8 1,
- 1 5 "eligible director" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),
- 1 6 "model articles" means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*S/2008/3229*) as amended prior to the date of adoption of these articles,
- 1 7 "relevant officer" means any director or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by Section 235(6) of the Act)),
- 1 8 "transfer notice" means an irrevocable notice in writing given by any shareholder to the other shareholders where the first shareholder desires, or is required by these articles, to transfer or offer for transfer (or enter into an agreement to transfer) any shares. Where such notice is deemed to have been served it shall be referred to as a "deemed transfer notice",
- 1 9 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the model articles shall have those meanings in these articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these articles,
- 1 10 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles,
- 1 11 A reference in these articles to an "article" is a reference to the relevant article of these articles unless expressly provided otherwise,

- 1 12 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- 1 12 1 any subordinate legislation from time to time made under it, and
 - 1 12 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts, and
- 1 13 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2 MODEL ARTICLES

- 2 1 The model articles shall apply to the company, except in so far as they are modified or excluded by these Articles or are inconsistent with these articles
- 2 2 Articles 8, 9(1) and (3), 11(2) and (3), 13, 14(1) (2) (3) and (4), 17(1) and (2), 44(2), 52 and 53 of the model articles shall not apply to the company
- 2 3 Article 7 of the model articles shall be amended by
- 2 3 1 the insertion of the words "for the time being" at the end of article 7(2)(a), and
 - 2 3 2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"
- 2 4 Article 27(3) of the model articles shall be amended by the insertion of the words ", subject to article 11," after the word "But"
- 2 5 Article 29 of the model articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2)," after the words "the transmittee's name"

3 DIRECTORS' UNANIMOUS DECISIONS

- 3 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 3 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing
- 3 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

4 CALLING A DIRECTORS' MEETING

- 4 1 Any director may call a directors' meeting by giving not less than 5 business days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the company secretary (if any) to give such notice
- 4 2 Notice of a directors' meeting shall be given to each director but need not be in writing

5 QUORUM FOR A DIRECTORS' MEETING

- 5 1 Subject to articles 5 2 and 5 4, the quorum for the transaction of business at a meeting of directors is any two eligible directors
- 5 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 8 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director
- 5 3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision
- 5 3 1 to appoint further directors, or
- 5 3 2 to call a general meeting so as to enable the shareholders to appoint further directors
- 5 4 In the event that the company has only one director or one director eligible to vote, then that director shall form a quorum for the transaction of business at that meeting

6 CHAIRMAN'S CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting shall not have a casting vote

7 DIRECTORS' TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

Subject to Sections 177(5) and 177(6) and Sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company

- 7 1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,
- 7 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,
- 7 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,
- 7 4 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 7 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested, and
- 7 6 shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in Section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such

contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under Section 176 of the Act

8 DIRECTORS' CONFLICTS OF INTEREST

- 8 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under Section 175 of the Act to avoid conflicts of interest ("conflict")
- 8 2 Any authorisation under this article will be effective only if
- 8 2 1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine,
- 8 2 2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and
- 8 2 3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 8 3 Any authorisation of a conflict under this article may (whether at the time of giving the authorisation or subsequently)
- 8 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised,
- 8 3 2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine, and
- 8 3 3 be terminated or varied by the directors at any time
- This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation
- 8 4 In authorising a conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to
- 8 4 1 disclose such information to the directors or to any director or other officer or employee of the company, or
- 8 4 2 use or apply any such information in performing his duties as a director, where to do so would amount to a breach of that confidence
- 8 5 Where the directors authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director
- 8 5 1 is excluded from discussions (whether at meetings of directors or otherwise) related to the conflict,

- 8 5 2 is not given any documents or other information relating to the conflict,
and
- 8 5 3 may or may not vote (or may or may not be counted in the quorum) at
any future meeting of directors in relation to any resolution relating to the
conflict
- 8 6 Where the directors authorise a conflict
- 8 6 1 the director will be obliged to conduct himself in accordance with any
terms imposed by the directors in relation to the conflict, and
- 8 6 2 the director will not infringe any duty he owes to the company by virtue of
Sections 171 to 177 of the Act provided he acts in accordance with such
terms, limits and conditions (if any) as the directors impose in respect of
its authorisation
- 8 7 A director is not required, by reason of being a director (or because of the fiduciary
relationship established by reason of being a director), to account to the company for
any remuneration, profit or other benefit which he derives from or in connection with a
relationship involving a conflict which has been authorised by the directors or by the
company in general meeting (subject in each case to any terms, limits or conditions
attaching to that authorisation) and no contract shall be liable to be avoided on such
grounds

9 DIRECTORS' RECORDS

Where decisions of the directors are taken by electronic means, such decisions shall be
recorded by the directors in permanent form, so that they may be read with the naked eye

10 NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors shall not be
subject to any maximum but shall not be less than one

11 APPOINTMENT OF DIRECTORS

In any case where, as a result of death or bankruptcy, the company has no shareholders and
no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy
order made against him (as the case may be) have the right, by notice in writing, to appoint a
natural person (including a transmittee who is a natural person), who is willing to act and is
permitted to do so, to be a director and such appointment shall take effect upon delivery

12 SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at
such remuneration and upon such conditions as they may think fit and from time to time
remove such person and, if the directors so decide, appoint a replacement, in each case by a
decision of the directors

13 FURTHER ISSUE OF SHARES AUTHORITY

13 1 Save to the extent authorised by these articles, or authorised from time to time by
special resolution of the shareholders, the directors shall not exercise any power to

allot shares or to grant rights to subscribe for, or to convert any security into, any shares in the company

13 2 Subject to the provisions of this article 13 and of article 14, the directors are generally and unconditionally authorised, for the purposes of Section 551 of the Act and generally, to exercise any power of the company to

13 2 1 offer or allot,

13 2 2 grant rights to subscribe for or to convert any security into,

13 2 3 otherwise deal in, or dispose of,

any shares in the company to any person, at any time and subject to any terms and conditions as the directors think proper

13 3 The authority referred to in article 13 2

13 3 1 shall only apply insofar as the company has not renewed, waived or revoked it by special resolution, and

13 3 2 may only be exercised for a period of five years commencing on the date on which these articles are adopted, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired)

13 4 Any authority to allot shares in articles 13 or 14 may be renewed, revoked or varied by ordinary resolution

14 FURTHER ISSUE OF SHARES: PRE-EMPTION

14 1 In accordance with Section 567(1) of the Act, Sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in Section 560(1) of the Act) made by the company

14 2 Unless otherwise agreed by special resolution, if the company proposes to allot any equity securities (other than any equity securities to be held under an employees' share scheme), those equity securities shall not be allotted to any person unless the company has first offered them to all shareholders on the date of the offer on the same terms, and at the same price, as those equity securities are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as possible without involving fractions) The offer

14 2 1 shall be in writing, shall be open for acceptance for a period of 15 business days from the date of the offer and shall give details of the number and subscription price of the relevant equity securities, and

14 2 2 may stipulate that any shareholder who wishes to subscribe for a number of equity securities in excess of the proportion to which he is entitled shall, in his acceptance, state the number of excess equity securities ("excess securities) for which he wishes to subscribe

14 3 Any equity securities not accepted by shareholders pursuant to the offer made to them in accordance with article 14 2 shall be used for satisfying any requests for

excess securities made pursuant to article 14 2 If there are insufficient excess securities to satisfy such requests, the excess securities shall be allotted to the applicants pro rata to the number of shares held by the applicants immediately before the offer was made to shareholders in accordance with article 14 2 (as nearly as possible without involving fractions or increasing the number of excess securities allotted to any shareholder beyond that applied for by him) After that allotment, any excess securities remaining shall be offered to any other person as the directors may determine, at the same price and on the same terms as the offer to the shareholders

14 4 Subject to articles 14 2 and 14 3 and to Section 551 of the Act, any equity securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to any persons at those times and generally on the terms and conditions they think proper

15 SHAREHOLDER POLL VOTES

15 1 A poll may be demanded at any general meeting by any qualifying person (as defined in Section 318 of the Act) present and entitled to vote at the meeting

15 2 Article 44(3) of the model articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article

16 PROXIES

16 1 Article 45(1)(d) of the model articles shall be deleted and replaced with the words "is delivered to the company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"

16 2 Article 45(1) of the model articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

17 COMMUNICATIONS

17 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

17 1 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),

- 17 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,
 - 17 1 3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
 - 17 1 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website
- 17 2 For the purposes of this article, no account shall be taken of any part of a day that is not a business day
- 17 3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act

18 INDEMNITY

- 18 1 Subject to article 18 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- 18 1 1 each relevant officer may be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer
 - 18 1 1 1 in the actual or purported execution and/or discharge of his duties, or in relation to them, and
 - 18 1 1 2 in relation to the company's activities as trustee of an occupational pension scheme (as defined in Section 235(6) of the Act),
including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the company's (or any associated company's) affairs, and
 - 18 1 2 the company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 18 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure
- 18 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law

18 3 In this article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

19 INSURANCE

19 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company

19 2 In this article, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate