

Company No: 08219660

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING**

**OF**

**SPINELOCK UK LIMITED**

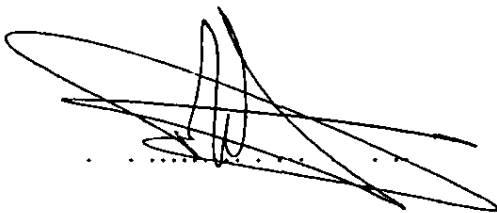
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The following resolution of the Company was passed on 10 OCTOBER 2012

Special resolution

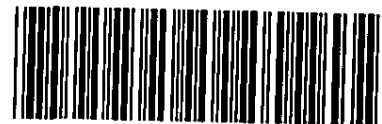
THAT the regulations set out in the document annexed hereto and marked "A" be and are hereby adopted as the new articles of association of the Company to the exclusion of all existing regulations or articles

Dated. 10 OCTOBER 2012



**Director**

SATURDAY



A19 \*A21U2TVL\* 09/02/2013 #193  
COMPANIES HOUSE



**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**SPINELOCK UK LIMITED**

**(AS ADOPTED BY SPECIAL RESOLUTION PASSED**

**2012)**

## TABLE OF CONTENTS

1.	<u>Interpretation</u>	3
2.	<u>Number of directors</u>	4
3.	<u>Casting vote</u>	4
4.	<u>Transactions or other arrangements with the company</u>	4
5.	<u>Directors' conflicts of interest</u>	5
6.	<u>Records of decisions to be kept</u>	5
7.	<u>Appointment and retirement of directors</u>	6
8.	<u>Secretary</u>	6
9.	<u>Allotting shares</u>	6
10.	<u>Transfer of shares – general</u>	6
11.	<u>Consolidated share certificates</u>	6
12.	<u>Means of communication to be used</u>	7
13.	<u>Indemnity</u>	8
14.	<u>Insurance</u>	8

## INTRODUCTION

### 1. **Interpretation**

- 1.1 In these Articles, unless the context otherwise requires the following expressions have the following meanings.

“the Act”	the Companies Act 2006
“the Articles”	the company’s articles of association for the time being in force
“Business Day”	Any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business
“Conflict”	as defined in <b>article 5.1</b>
“eligible director”	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)
“Model Articles”	the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and “ <b>Model Article</b> ” will be construed accordingly

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles will have the same meanings in these Articles, subject to which (and unless the context otherwise requires) words and expressions which have particular meanings in the Act will have the same meanings in these Articles
- 1.3 Headings in these Articles are used for convenience only and will not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise
- 1.5 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.
- 1.5.1 any subordinate legislation from time to time made under it; and
- 1.5.2 any amendment or re-enactment

and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

- 1 6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression will be construed as illustrative and will not limit the sense of the words preceding those terms
- 1 7 The Model Articles will apply to the company, except in so far as they are modified or excluded by these Articles.
- 1 8 Model Articles 8(3), 13, 14(1), (2), (3) and (4), 17, 48, 52 and 53 respectively will not apply to the company
- 1 9 Model Article 7 is amended by
  - 1 9 1 the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
  - 1 9 2 the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".
- 1 10 Model Article 20 is amended by the insertion of the words "and the secretary (if any)" before the words "properly incur".
- 1 11 Model Article 27(3) is amended by the insertion of the words ", subject to **article 7**," after the word "But"
- 1.12 Model Article 29 is amended by the insertion of the words", or the name of any person nominated under Model Article 27(2)," after the words "the transmittee's name"
- 1.13 Model Articles 31(a) to (d) (inclusive) are amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide"

## **DIRECTORS**

### **2. Number of directors**

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

### **3. 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 will not have a casting vote.

### **4. 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 Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company

- 4.1 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,
- 4 2 will 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,

- 4.3 will 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;
- 4.4 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm will be entitled to remuneration for professional services as if he were not a director;
- 4.5 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
- 4.6 will 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 will be liable to be avoided on the grounds of any such interest or benefit nor will the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act

## **5. Directors' conflicts of interest**

- 5.1 For the purposes of section 175 of the Act, the shareholders (and not the directors) will have the power to authorise, by resolution and in accordance with the provisions of these Articles, any matter or situation proposed to them by a director which would, if not so authorised, involve a breach of duty by a director under section 175 of the Act to avoid conflicts of interest ("Conflict")
- 5.2 The relevant director seeking authorisation of the Conflict ("the Interested Director") must provide the shareholders with such details as are necessary for the shareholders to decide whether to authorise the Conflict, together with such additional information as may be requested by the shareholders.
- 5.3 Any authorisation by the shareholders of a Conflict may (whether at the time of giving the authorisation or subsequently) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the shareholders think fit and the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the shareholders in relation to the Conflict
- 5.4 The shareholders may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 5.5 A director, notwithstanding his office, may be a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in, a shareholder who appointed him as a director of the company, any wholly owned subsidiary of that company, any company of which it is a subsidiary (its holding company) and any other subsidiaries of any such holding company, and no authorisation under **article 5.1** will be necessary in respect of any such interest.

## **6. Records of decisions to be kept**

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

## **7. Appointment and retirement of directors**

- 7.1 A shareholder or shareholders holding a majority of the issued share capital of the company will have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **article 2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment and removal will be made by notice in writing to the company signed by the shareholder or shareholders making the same or in the case of a shareholder being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and will take effect upon lodgement of such notice at the office
- 7.2 The company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director
- 7.3 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 determined in accordance with **article 2** as the maximum number of directors for the time being in force

## **8. Secretary**

The directors may (but are not obliged to) appoint any person who is willing to act to be the secretary 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.

## **SHARES**

### **9. Allotting shares**

No shares will be issued without the consent in writing of the holder or the holders (in aggregate) of a majority of the issued shares in the company from time to time

### **10. Transfer of shares – general**

- 10.1 Model Article 26(5) will be amended so the first word “*The*” is deleted and replaced with the words “*Subject at all times to compliance with section 771 of the Act the*”.
- 10.2 Notwithstanding Model Article 26(5) (as amended) the directors may also refuse to register a transfer unless
- 10.2.1 it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and
- 10.2.2 it is in favour of not more than four transferees.

## **ADMINISTRATIVE ARRANGEMENTS**

### **11. Consolidated share certificates**

- 11.1 When a shareholder’s holding of shares increases, the company may issue that shareholder with

- 11 1.1 a single, consolidated certificate in respect of all the shares which that shareholder holds, or
- 11 1.2 a separate certificate in respect of only those shares by which that shareholder's holding has increased.
- 11 2 When a shareholder's holding of shares is reduced, the company must ensure that the shareholder is issued with one or more certificates in respect of the number of shares held by the shareholder after that reduction. But the company need not (in the absence of a request from the shareholder) issue any new certificate if
  - 11 2.1 all the shares which the shareholder no longer holds as a result of the reduction, and
  - 11 2.2 none of the shares which the shareholder retains following that reduction were, immediately before the reduction, represented by the same certificate.
- 11 3 A shareholder may request the company, in writing, to replace
  - 11.3.1 the shareholder's separate certificates with a consolidated certificate, or
  - 11 3.2 the shareholder's consolidated certificate with two or more separate certificates representing such proportion of the shares as the shareholder may specify
- 11 4 When the company complies with such a request it may charge such reasonable fee as the directors may decide for doing so.
- 11 5 A consolidated share certificate must not be issued unless any certificates which it is to replace have first been returned to the company for cancellation

## **12. Means of communication to be used**

- 12 1 Any notice, document or other information will be deemed served on or delivered to the intended recipient:
  - 12.1.1 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),
  - 12 1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 12 1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - 12 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



For the purposes of this **article 12**, no account will be taken of any part of a day that is not a business day.

- 12 2 In proving that any notice, document or other information was properly addressed, it will be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **13. Indemnity**

- 13.1 Subject to **article 13.2**, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

13.1 1 each relevant officer will be indemnified out of the company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them in relation to the company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act), including 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

13 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 13.1.1** and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 13 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

- 13 3 In this **article 13**

13 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

13 3 2 a "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), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

### **14. Insurance**

- 14 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 relevant loss

- 14 2 In this **article 14**

- 14.2.1 a-"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), but excluding in each case any person engaged by the company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor),
- 14 2 2 a "relevant loss" means 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; and
- 14 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate