



Companies (Northern Ireland) Orders 1986 to 1992

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WILLIAM TRIMBLE, LIMITED

(adopted pursuant to a special resolution
Passed on *14 June* 2006)



PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (with the exception of regulations 24, 53, 64, 81, 89, 95 and 118) shall apply to the Company subject to the alterations thereof contained herein and shall so far as not inconsistent herewith bind the Company and the members. The said regulations contained in the said Table A are hereinafter referred to as "Table A".
2. In these articles and in Table A, the "Order" means The Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof.

SHARE CAPITAL

3. The share capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.
4. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Article 169 of the Order or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time determine and any share may be issued on the terms that it is redeemable or at the option of the Company is liable to be redeemed. Subject to the provisions of the aforementioned Act, the redemption of such share may be effected in such manner as the directors may from time to time determine.

ALLOTMENT

5. (a) The directors are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within

the meaning of Article 90 (2) of the Order. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be the number of authorised but unissued relevant securities in the capital of the Company at the date of incorporation of the Company. The authority hereby conferred shall expire on the date which is five years after the date of incorporation of the Company. 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.

- (b) The directors are hereby empowered pursuant to Article 105 of the Order to allot equity securities within the meaning of Article 104(2) of the Order for cash pursuant to the authority conferred by paragraph (a) of this article as if Article 99(1) of the Order did not apply to any such allotment. The Company may before the expiry of such authority 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 such an offer or agreement as if the power conferred by this paragraph (b) had not expired.
- (c) Subject to the provisions of the Order the Company may purchase or otherwise acquire on such terms and in such manner as it thinks fit any shares in the capital of the Company.

LIEN

- 5A. 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.

TRANSFER OF SHARES

- 6. No share in the capital of the Company may be transferred without the approval of the directors who may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.
- 6A. Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-
 - (a) 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

- (b) 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
- (c) 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 45 days' written notice thereof shall have been given to any such Secured Institution by the Company.

MEETINGS OF THE COMPANY

- 7. (a) 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 fourteen 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 day, the place and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in a manner authorised by these regulations to such persons as are under the regulations of the Company entitled to receive such notices from the Company, so, however, that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called, if it is so agreed:
 - (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Regulation 38 of Table A shall be modified accordingly.

- (b) All meetings (including annual extraordinary general and class meetings of the members of the Company) may be conducted by the use of a

conference telephone or similar facility provided that all the members of the Company and the auditors have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the members may be situated in any part of the world for any such meeting.

8. Subject to the provisions of the Order a resolution in writing signed by all of the members for the time being entitled to attend and vote on such resolutions at a general meeting (or being bodies corporate by their duly authorised representatives) or a resolution which has been approved by each member by confirmatory telex or facsimile transmission 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 may consist of several documents in like form, each signed by one or more members.

DIRECTORS

9. Unless otherwise determined by an ordinary resolution of the Company the minimum number of directors shall be one and there shall be no maximum number.

PROCEEDINGS OF DIRECTORS

10. Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by Article 325 of the Order he shall be counted in the quorum of any meeting of directors at which the same is considered and shall be entitled to vote as a director in respect thereof. Regulation 94 of Table A shall be modified accordingly.
11. The directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and in particular they may exercise the voting powers in favour of any resolution appointing the directors or any of them as directors or officers of such other company or providing for the payment of remuneration or pensions to the directors or officers of such other company. Any director of the Company may vote in favour of the exercise of such voting rights notwithstanding that he may be or may be about to become a director or officer of such other company.
12. In Regulation 93 of Table A the words "or a resolution which has been approved by each such director by confirmatory telex or facsimile transmission" shall be deemed to be inserted after the introductory words "A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors".
13. The quorum necessary for the transaction of the business of the directors shall, except when one director only is in office, be two directors present in person or by

alternate, but so that, except as hereinafter provided, not less than two individuals shall be present. Provided that any director (or his alternate) may participate in a meeting of the directors by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence in person (or as the case may be, by alternate) at such meeting and any director (or his alternate) may be situated in any part of the world for any such meeting. When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the directors by these articles.

14. When forming a committee of the directors, the directors may authorise, or may authorise such committee to authorise, any person who is not a director to attend all or any meetings of any such committee on such terms as the directors (or as the case may be such committee) shall think fit, but any person so authorised shall not be entitled to vote at such meetings.

ALTERNATE DIRECTOR

15.
 - (a) A director may, with the approval of the directors, appoint any person to be his alternate director and at his own discretion may remove such person from office as his alternate director.
 - (b) The alternate director shall be subject in all respects to the terms and conditions existing with reference to the other directors and shall be entitled to receive notices of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointor is not present.
 - (c) One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
 - (d) Any appointment or removal of an alternate director shall be in writing signed by the director making such appointment or removal and shall be served on the Company.
 - (e) If a director shall cease to be a director for any reason then any person holding office as alternate director for that director shall cease ipso facto to hold such office.
 - (f) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being, but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.
 - (g) Regulations 65 to 69 inclusive of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

16. The office of a director shall be vacated ipso facto:
- (a) if he ceases to be a director by virtue of any provision of the Order or he becomes prohibited by law from being a director;
 - (b) if he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally;
 - (c) if he is a person of unsound mind;
 - (d) if he is absent from the meetings of the directors during a period of six successive calendar months without special leave of absence from the other directors, but this shall not apply to directors who are not ordinarily resident in Northern Ireland;
 - (e) if he is requested in writing by all his co-directors to resign;
 - (f) if he resigns his office by notice in writing served on the Company;
 - (g) if he resigns his office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting.

ROTATION OF DIRECTORS

17. The directors shall not retire by rotation and regulations 73 to 77 inclusive of Table A shall not apply and Regulation 78 shall be modified accordingly.

EXECUTIVE DIRECTOR

18. The directors from time to time may appoint any person (not being a director) to the office of "Associate Director" for such period and on such terms as they think fit, and fix, determine and vary his duties, powers and functions. The directors may revoke such appointment, but without prejudice to any claim such Associate Director may have for damages for breach of any contract of service between him and the Company. An Associate Director shall not be a member of the board of directors or any committee of directors, he shall not attend meetings of directors except on the invitation of the board and he shall not be entitled to vote at any meeting of directors.

NOTICES

19. (a) Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.
- (b) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Company shall be in writing sent to or served on the Company at its registered office or its principal place of business in Northern Ireland, and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to the Company at its registered office or principal place of business in Northern Ireland of such document bearing an original signature of the person by whom it is required to be signed but (provided that the directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the directors meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of six hours after receipt thereof at the Company's registered office or principal place of business in Northern Ireland in any other case.

INDEMNITY

- 20(a) Every director or other officer or auditor 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 in or about the execution of and discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending proceedings whether civil or criminal, or in connection with any application under Article 154 or Article 675 of the Order in which relief is granted to him by the court, and no director or other officer shall be liable for any loss,

damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation to thereto. But this article shall only have effect in so far as its provisions are not avoided by Article 318 of the Order.

- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Article 318(1) of the Order.

Names, addresses and descriptions of subscribers

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Dated the 20th day of February 1954

Witness to the above signatures:

JAMES RHANNA

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Enniskillen