

SC143267

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

HERBEL (WESTERN) LIMITED

PRELIMINARY

SATURDAY



SCT 22/10/2016 #137  
COMPANIES HOUSE

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company.
2. Regulations 24, 73 to 80 inclusive, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 66 by the addition of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" between the words "shall" and "be";

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person or persons, not being a Director of the Company.";

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as";

Regulation 85(c) by the addition of the words ",subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not"; and

Regulation 87 by the addition of the words "the holding company of the company or" between the words "been" and "a".

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

### SHARE CAPITAL

3. The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit, provided that:-
  - (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
  - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which these Articles of Association were adopted by the Company provided that 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 as if the power conferred hereby had not expired.
4. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

### PROCEEDINGS AT GENERAL MEETINGS

5. In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
6. In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

### POWERS OF DIRECTORS

7. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.
8. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.
9. Any Director (including an alternate Director), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a

meeting in this manner shall be deemed to constitute presence in person to such meeting.

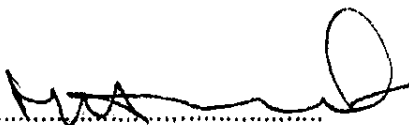
#### APPOINTMENT AND REMOVAL OF DIRECTORS

10. The holder or holders for the time being of a majority of the issued shares of the Company may from time to time appoint any person or persons as a Director or Directors of the Company (either as an additional Director or to fill a vacancy) and may remove from office as such any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the member or members making the same (in the case of a corporation holding any such shares the signature of a director or the secretary thereof shall be sufficient) and shall take effect upon lodgement at the office, or from such later time as shall be stated in such notice.

#### INDEMNITY

11. Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-
- (a) in defending any proceedings, whether civil or criminal in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
  - (b) or in connection with any application under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Certified a true copy

  
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Director

12 JANUARY 2004

## 12 PROTECTIONS FOR A SECURED LENDER

12.1 Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof, nor decline to approve the form of any such transfer, where such transfer:

- (i) is to a bank, institution or other lender to which such shares have been mortgaged, pledged or otherwise charged by way of security, (whether as agent and trustee for a group of banks, institutions or other lenders or otherwise) or to any nominee or any transferee of such a bank, institution or other lender, or any receiver, manager, attorney, delegate or such delegate appointed by or on behalf of such person (a "**Relevant Person**") or
- (ii) is delivered to the Company for registration by a Relevant Person or its nominee in order to register the Relevant Person as legal owner of the shares; or
- (iii) is executed by a Relevant Person pursuant to the power of sale or other right, power or realisation, under or pursuant to any such mortgage, pledge or such security and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Relevant Person and no Relevant Person shall be 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; and
- (iv) the Directors be and are hereby authorised to transfer shares and as if any pre-emption rights contained in the Articles of Association of the Company or otherwise, did and do not apply to such transfer and any such pre-emption rights as may otherwise have existed are waived irrevocably in connection with such transfer.

12.2 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, pledged or otherwise charged by way of security in which event such lien shall rank behind any such mortgage, pledge or security (and any right or power thereunder) and regulation 8 of Table A shall be modified accordingly.

12.3 The Company:

- (i) shall not issue any "warning notice" (as defined in Schedule 1B to the Companies Act 2006) unless, at the same time as issuing that warning notice, it issues a copy to the Relevant Person; and

(ii) shall not issue any "restrictions notice" (as defined in Schedule 1B to the Companies Act 2006) unless it affords the Relevant Person not less than 28 days' written notice of its intention to issue such notice.

12.4 No resolution shall be proposed or passed the effect of which would be to delete or amend this Article 12 (Protections for a Secured Lender) unless with the consent in writing of the Relevant Person.