

Company No. SC642659

Articles of Association of Northwind 5S Limited

Incorporated 25 September 2019

Adopted by special/written resolution passed on 23 October 2020

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NORTHWIND 5S LIMITED

Adopted by special resolution passed on 23 October 2020

1. PRELIMINARY

The model articles of association for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("**Model Articles**") (a copy of which is annexed) apply to the Company except in so far as they are excluded or varied by these Articles.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"2006 Act"	means the Companies Act 2006 (as amended from time to time).
"these Articles"	means these Articles of Association as amended from time to time.
"electronic means"	has the meaning given in section 1168 of the 2006 Act.
"eligible directors"	has the meaning given in Model Article 8(3).
"Majority Shareholder"	means a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) of and paragraph (2) of Schedule 6 to the 2006 Act).

"Statutes"

means the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation in force from time to time relating to companies and affecting the Company.

"United Kingdom"

means Great Britain and Northern Ireland.

2.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company.

2.3 References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

3. UNANIMOUS DECISIONS OF DIRECTORS

A decision of the directors 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. Model Article 8(2) shall not apply to the Company.

4. CALLING A DIRECTORS' MEETING

4.1 Any director may call a directors' meeting by giving not less than 7 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. Model Article 9(1) shall not apply to the Company.

5. PARTICIPATION IN DIRECTORS' MEETINGS

5.1 Subject to these Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

5.1.1 the meeting has been called and takes place in accordance with these Articles; and

5.1.2 they can each simultaneously communicate with and to the others participating in the meeting any information or opinions they have on any particular item of the business of the meeting.

5.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or, subject to Article 5.1.2, how they communicate with each other.

5.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

5.4 Model Article 9(2)(c) shall be amended by the insertion of the word "simultaneously" after the words "how it is proposed that they should" and before the words "communicate with each other during the meeting".

6. DIRECTORS' INTERESTS

6.1 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director:

6.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company;

6.1.2 may hold any other office or employment with the Company (other than the office of auditor);

6.1.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor); and/or

6.1.4 shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by Articles 6.1.1 to 6.1.3 and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

6.2 Except for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which a director or any other interested director may have or where the terms of authorisation of such conflict provide that a director may not vote in situations prescribed by the directors when granting such authorisation, a director will be entitled to participate in the decision making process for voting and quorum purposes on any of the matters referred to in Articles 6.1.1 to 6.1.3 and in any of the circumstances set out in Model Articles 14(3) and 14(4).

6.3 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting.

6.4 For the purposes of Article 6.1:

6.4.1 a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest;

6.4.2 a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question; and

6.4.3 an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director.

6.5 Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company.

7. APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1** In addition to the powers granted by Model Article 17(1), the Majority Shareholder may at any time, and from time to time, appoint any person to be a director, either as an additional director or to fill a vacancy and may remove from office any director however appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the Majority Shareholder or, if the Majority Shareholder is a body corporate, signed by one of its directors or duly authorised officers or by its duly authorised attorney.

Model Article 17(1)(b) shall be amended by the insertion of the words "subject to the prior approval in writing of the Majority Shareholder" before the words "by a decision of the directors".

8. TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the circumstances set out in Model Article 18 (a) to (f) (inclusive) a person ceases to be a director as soon as that person is removed from office as a director pursuant to Article 7.1.

9. SHARES

- 9.1** The directors are prohibited from exercising any of the powers conferred upon them by section 550 of the 2006 Act
- 9.2** In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562 (1) to (5) (inclusive) of that Act shall not apply to the Company.

10. TRANSFER OF SHARES

- 10.1** Model Article 26(5) shall be amended by the addition of the following words: "The directors may not refuse to register the transfer of a share made with the prior written approval of the Majority Shareholder. In any other case" before the words "the directors may refuse to register".
- 10A.1** Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or other lending institution whether as agent and security trustee for a group of banks or lending institutions or otherwise, or to any nominee or any transferee of such a bank or lending institution (a **"Secured Institution"**).
- 10A.2** Notwithstanding anything contained in these articles and without prejudice to any restrictions required by law or statute, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:
- (a) is to a Secured Institution or its nominee;
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over 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, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company, or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever, to require such shares to be transferred to them whether for consideration or not.

11. TRANSMITTEES BOUND BY PRIOR NOTICES

Model Article 29 shall be 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".

12. NOTICE OF GENERAL MEETINGS

Every notice convening a general meeting shall:

- 12.1** comply with section 325(1) of the 2006 Act as to giving information to shareholders relating to their right to appoint proxies; and
- 12.2** be given in accordance with section 308 of the 2006 Act, that is in hard copy form, electronic form or by means of a website.

13. WRITTEN RESOLUTIONS

- 13.1** A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 13.2** For the purposes of this Article 13 "circulation date" is the date on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days.

14. COMPANY COMMUNICATION PROVISIONS

14.1 Where:

- 14.1.1** a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom; and
- 14.1.2** the Company is able to show that it was properly addressed, prepaid and posted,

it is deemed to have been received by the intended recipient 24 hours after it was posted.

14.2 Where:

14.2.1 a document or information is sent or supplied by electronic means; and

14.2.2 the Company is able to show that it was properly addressed,

it is deemed to have been received by the intended recipient immediately after it was sent.

14.3 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient:

14.3.1 when the material was first made available on the website; or

14.3.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

14.4 Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by 14.1, 14.2 and 14.3.

14.5 Subject to any requirements of the 2006 Act only such, documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

15. DIRECTORS' INDEMNITY AND INSURANCE

15.1 Subject to, and so far as may be permitted by, the 2006 Act and without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, former director, alternate director, or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, or other officer of the Company or of any such associated company.

Subject to the 2006 Act the directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, former director, alternate director, or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, former director, alternate director, or other officer of the Company or associated company.

Subject to, and so far as may be permitted by, the 2006 Act, the Company shall be entitled to fund the expenditure of every director, former director, alternate director or other officer of the Company incurred or to be incurred:

- 15.1.1** in defending any criminal or civil proceedings; or
- 15.1.2** in connection with any application under sections 661(3), 661(4) or section 1157 of the 2006 Act.