

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
FISITA (UK) LIMITED

Company Number: 03572997
Date of Incorporation: 1 June 1998
Date of Adoption of these Articles: 1 June 2025

Ref: JBA/FIS0001/2

**COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

- of -

FISITA (UK) LIMITED

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PART 1

INTERPRETATION, INFORMATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1. In the Articles, unless the context requires otherwise:

Articles	means the Company's Articles of Association;
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Chairperson	has the meaning given in Article 15 below;
Chairperson of the Meeting	has the meaning given in Article 36;
Chief Executive Officer	shall have the meaning given by Article 21.1 below
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
Company	means FISITA (UK) Limited;
Director	means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;
Document	includes, unless otherwise specified, any Document sent or supplied in Electronic Form;
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006;
Fully Paid	in relation to a share, means that the nominal value and any premium to be Paid to the Company in respect of that share have been Paid to the Company;
Hard Copy Form	has the meaning given in section 1168 of the Companies Act 2006;
Holder	in relation to Shares means the person whose name is entered in the register of members as the Holder of the Shares;
Instrument	means a Document in Hard Copy Form;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006;
Paid	means Paid or credited as Paid;
Participate	in relation to a Directors' meeting, has the meaning given in Article 13 below;
Proxy Notice	has the meaning given in Article 42 below;
Shareholder	means a person who is the Holder of a share;
Shares	means shares in the Company;
Sole Shareholder	means The Fédération Internationale des Sociétés d'Ingénieurs des Techniques de l'Automobile an Association incorporated in France under French law, with its registered office at Immeuble 'Le Gabriel Voisin', 79 Rue Jean-Jacques Rousseau, F 95158 Suresnes Cx, France;
Special Resolution	has the meaning given in section 283 of the Companies Act 2006;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 1.2. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.
- 1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 1.4. All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.5. Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.6. The Model Articles shall not apply to the Company.
- 2. Liability of members**
 - 2.1. The liability of the members is limited.

3. Name

- 3.1. The name of the Company is FISITA (UK) Limited.

4. Office Location

- 4.1. The registered office of the Company is to be situated in England and Wales.

5. Objects

- 5.1. The object of the Company is to carry on business as a general commercial company.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1. Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7. Shareholders' reserve power

- 7.1. The Shareholders may, by Special Resolution, direct the Directors to take; or refrain from taking, specified action.
- 7.2. No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

8. Directors may delegate

- 8.1. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- 8.1.1. to the Chief Executive Officer, another named role within the Company or a committee;
 - 8.1.2. by such means (including by power of attorney);
 - 8.1.3. to such an extent;
 - 8.1.4. in relation to such matters or territories; and
 - 8.1.5. on such terms and conditions,
- as they think fit.
- 8.2. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 8.3. The Directors may revoke any delegation in whole or part; or alter its terms and conditions.

9. Committees

- 9.1. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 9.2. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

- 10.1. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11 below.
- 10.2. If:
 - 10.2.1. the Company only has one Director, and
 - 10.2.2. no provision of the Articles requires it to have more than one Director,
 the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

11. Unanimous decisions

- 11.1. 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.
- 11.2. Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in Writing.
- 11.3. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 11.4. 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.

12. Calling a Directors' meeting

- 12.1. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company secretary (if any) to give such notice.
- 12.2. Notice of any Directors' meeting must indicate:
 - 12.2.1. its proposed date and time;
 - 12.2.2. where it is to take place; and

- 12.2.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3. Notice of a Directors' meeting must be given to each Director, but need not be in Writing.

12.4. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven (7) days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting; or of any business conducted at it.

13. Participation in Directors' meetings

13.1. Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when:

- 13.1.1. the meeting has been called and takes place in accordance with the Articles, and
- 13.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

13.3. 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 located.

14. Quorum for Directors' meetings

14.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three (3), and unless otherwise fixed it is three (3).

14.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

- 14.3.1. to appoint further Directors; or
- 14.3.2. to call a general meeting so as to enable the Shareholders to appoint further Directors.

15. Chairing of Directors' meetings

15.1. The Directors shall appoint a person to be the Chairperson of the Company.

15.2. The person so appointed for the time being is known as the Chairperson.

15.3. The Chairperson shall be appointed for a specified period and shall be given a specific role description setting out their obligations.

- 15.4. The Directors may terminate the Chairperson's appointment at any time.
- 15.5. If the Chairperson is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint one of themselves to chair it.

16. Casting vote

- 16.1. If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote.
- 16.2. But this does not apply if, in accordance with the Articles, the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Conflicts of interest

- 17.1. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 17.2. But if Article 17.3 below applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3. This paragraph applies when:
 - 17.3.1. the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - 17.3.2. the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 17.3.3. the Director's conflict of interest arises from a permitted cause.
- 17.4. For the purposes of this Article, the following are permitted causes:
 - 17.4.1. a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its Subsidiaries;
 - 17.4.2. subscription, or an agreement to subscribe, for Shares or other securities of the Company or any of its Subsidiaries; or to underwrite, sub-underwrite or guarantee subscription for any such Shares or securities; and
 - 17.4.3. arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its Subsidiaries which do not provide special benefits for Directors or former Directors.
- 17.5. For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

- 17.6. Subject to Article 17.7 below, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to Participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director other than the Chairperson is to be final and conclusive.
- 17.7. If any question as to the right to Participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. Records of decisions to be kept

- 18.1. The Directors must ensure that the Company keeps a record, in Writing, for at least ten (10) years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

19. Directors' discretion to make further rules

- 19.1. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

20. Number of Directors

- 20.1. There shall be no maximum number of Directors and the minimum number of Directors shall be one (1).

21. Methods of appointing Directors

- 21.1. The Chief Executive Officer shall be appointed by the Board as the senior executive responsible for the day-to-day operations of the Company. The Chief Executive Officer shall be a Director while they hold the role of Chief Executive Officer and shall not be subject to re-election.
- 21.2. Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 21.2.1. by Ordinary Resolution; or
 - 21.2.2. by a simple majority of all the Directors entitled to attend and vote at any meeting of the Directors.
- 21.3. In any case where, as a result of death, the Company has no Shareholders and no Directors, the personal representatives of the last Shareholder to have died have the right, by notice in Writing, to appoint a person to be a Director.
- 21.4. For the purposes of Article 21.3 above, where two (2) or more Shareholders die in circumstances rendering it uncertain who was the last to die, a younger Shareholder is deemed to have survived an older Shareholder.

- 21.5. No appointment of a Director, whether by the Company in general meeting or by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

22. Termination of Director's appointment

- 22.1. A person ceases to be a Director as soon as:

- 22.1.1. in the case of the Chief Executive Officer, when they cease to perform the role of Chief Executive Officer, by resignation or by lawful removal by the Directors;
- 22.1.2. that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- 22.1.3. they are held by the majority of the Board to have been in breach of the statutory duties of a Director as set out in the Companies Act 2006;
- 22.1.4. a Bankruptcy order is made against that person;
- 22.1.5. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 22.1.6. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 22.1.7. notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- 22.1.8. they have missed two consecutive scheduled meetings of the Directors without leave to do so from the other Directors.

- 22.2. Other than the Chief Executive Officer (who shall serve for the term of their employment in that role), each Director shall serve for a term of two (2) years, after which they may offer themselves for re-election by the Board. A Director may not serve for any more than three (3) consecutive terms after which the person cannot be re-elected as a Director unless a full calendar year has passed since the end of their third two (2) year term.

23. Directors' remuneration

- 23.1. Directors may undertake any services for the Company that the Directors decide.
- 23.2. Directors are entitled to such remuneration as the Directors determine:
- 23.2.1. for their services to the Company as Directors, and
 - 23.2.2. for any other service which they undertake for the Company.
- 23.3. Subject to the Articles, a Director's remuneration may:

- 23.3.1. take any form, and
- 23.3.2. include any arrangements in connection with the payment of a pension, allowance or gratuity; or any death, sickness or disability benefits, to or in respect of that Director.
- 23.4. Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 23.5. Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's Subsidiaries or of any other body corporate in which the Company is interested.

24. Directors' expenses

- 24.1. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
 - 24.1.1. meetings of Directors or committees of Directors;
 - 24.1.2. general meetings;
 - 24.1.3. separate meetings of the Holders of any class of Shares or of debentures of the Company; or
 - 24.1.4. otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

25. All Shares to be Fully Paid up

- 25.1. No share is to be issued for less than the aggregate of its nominal value and any premium to be Paid to the Company in consideration for its issue.
- 25.2. This does not apply to Shares taken on the formation of the Company by the subscribers to the Company's memorandum.

26. Share capital

- 26.1. The Share capital of the Company is £300,000 divided into three hundred thousand (300,000) ordinary shares of £1 each.

27. Company not bound by less than absolute interests

- 27.1. Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a share other than the Holder's absolute ownership of it and all the rights attaching to it.

28. Share certificates

- 28.1. The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds.
- 28.2. Every certificate must specify:
- 28.2.1. in respect of how many Shares, of what class, it is issued;
 - 28.2.2. the nominal value of those Shares;
 - 28.2.3. that the Shares are Fully Paid; and
 - 28.2.4. any distinguishing numbers assigned to them.
- 28.3. No certificate may be issued in respect of Shares of more than one class.
- 28.4. If more than one person holds a share, only one certificate may be issued in respect of it.
- 28.5. Certificates must:
- 28.5.1. have affixed to them the Company's common seal; or
 - 28.5.2. be otherwise executed in accordance with the Companies Acts.

29. Replacement share certificates

- 29.1. If a certificate issued in respect of a Shareholder's Shares is:
- 29.1.1. damaged or defaced; or
 - 29.1.2. said to be lost, stolen or destroyed, that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.
- 29.2. A Shareholder exercising the right to be issued with such a replacement certificate:
- 29.2.1. may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - 29.2.2. must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
 - 29.2.3. must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

30. Share transfers

- 30.1. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a Share, whether or not it is a fully paid Share.

31. Alteration of share capital

- 31.1. The Company may by ordinary resolution:-
- 31.1.1. increase its share capital by new shares of such amount as the resolution prescribes; and
 - 31.1.2. cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 31.2. The Company may not issue shares to any person other than the Sole Shareholder at the date on which these Articles are adopted, without the Sole Shareholder first passing a special resolution in advance of any ordinary resolution to increase the Company's share capital.
- 31.3. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

DIVIDENDS AND OTHER DISTRIBUTIONS

32. Procedure for declaring dividends

- 32.1. The Company may not declare dividends, and all profits shall be reinvested back into the Company.
- 32.2. The restriction in Article 32.1 above shall not prevent any Shareholder from receiving payment for services rendered to the Company.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

33. General Meetings

- 33.1. The Company shall not be required to hold an annual general meeting.
- 33.2. The Company shall provide at least fourteen (14) days' notice of every general meeting unless the business to be transacted requires special notice of the general meeting when twenty-eight (28) days' notice shall be required.

- 33.3. For the avoidance of doubt general meetings may take place in person or in a virtual environment. The Board, may at its sole discretion, agree on a hybrid meeting where people some attendees may attend in person and others attend by electronic any means by which each person attending can exercise their rights as an attendee.

34. Attendance and speaking at general meetings

- 34.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 34.2. A person is able to exercise the right to vote at a general meeting when:
- 34.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 34.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 34.3. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 34.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 34.5. Two or more persons who are not in the same place as each other may attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 34.6. No Shareholder shall be entitled to vote at any general meeting unless all fees due to the company at the date of the general meeting have been paid, with the exception of small balances under £500 or where a valid payment plan has been authorised by the Directors and payments in accordance with that plan are up to date at the date of the general meeting.

35. Quorum for general meetings

- 35.1. No business other than the appointment of the Chairperson of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Subject to Article 35.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 35.2. If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

36. Chairing general meetings

- 36.1. The Chairperson shall chair general meetings if present and willing to do so.

36.2. If the Directors have not appointed a Chairperson; or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

36.2.1. the Directors present; or

36.2.2. (if no Directors are present), the meeting,

must appoint a Director or Shareholder to chair the meeting, and the appointment of the Chairperson of the Meeting must be the first business of the meeting.

36.3. The person chairing a meeting in accordance with this Article is referred to as “the Chairperson of the Meeting”.

37. Attendance and speaking by Directors and non-Shareholders

37.1. Directors may attend and speak at general meetings, whether or not they are Shareholders.

37.2. The Chairperson of the Meeting may permit other persons to attend and speak at a general meeting who are not:

37.2.1. Shareholders of the Company; or

37.2.2. otherwise entitled to exercise the rights of Shareholders in relation to general meetings.

38. Adjournment

38.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum; or if during a meeting a quorum ceases to be present, the Chairperson of the Meeting must adjourn it.

38.2. The Chairperson of the Meeting may adjourn a general meeting at which a quorum is present if:

38.2.1. the meeting consents to an adjournment; or

38.2.2. it appears to the Chairperson of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.3. The Chairperson of the Meeting must adjourn a general meeting if directed to do so by the meeting.

38.4. When adjourning a general meeting, the Chairperson of the Meeting must:

38.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

38.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 38.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven (7) clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 38.5.1. to the same persons to whom notice of the Company's general meetings is required to be given; and
 - 38.5.2. containing the same information which such notice is required to contain.
- 38.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

39. Voting: general

- 39.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

40. Errors and disputes

- 40.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 40.2. Any such objection must be referred to the Chairperson of the Meeting, whose decision is final.

41. Poll votes

- 41.1. A poll on a resolution may be demanded:
- 41.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 41.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 41.2. A poll may be demanded by:
- 41.2.1. the Chairperson of the Meeting;
 - 41.2.2. the Directors;
 - 41.2.3. two or more persons having the right to vote on the resolution; or
 - 41.2.4. a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution.
- 41.3. A demand for a poll may be withdrawn if:
- 41.3.1. the poll has not yet been taken; and

41.3.2. the Chairperson of the Meeting consents to the withdrawal.

41.4. Polls must be taken immediately and in such manner as the Chairperson of the Meeting directs.

42. Content of Proxy Notices

42.1. Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

42.1.1. states the name and address of the Shareholder appointing the proxy;

42.1.2. identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed;

42.1.3. is signed by or on behalf of the Shareholder appointing the proxy; or is authenticated in such manner as the Directors may determine; and

42.1.4. is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

42.2. The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

42.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

42.4. Unless a Proxy Notice indicates otherwise, it must be treated as:

42.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

42.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of Proxy Notices

43.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

43.2. An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

43.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

43.4. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

44. Amendments to resolutions

- 44.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 44.1.1. notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the Meeting may determine); and
 - 44.1.2. the proposed amendment does not, in the reasonable opinion of the Chairperson of the Meeting, materially alter the scope of the resolution.
- 44.2. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 44.2.1. the Chairperson of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 44.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3. If the Chairperson of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

45. Means of communication to be used

- 45.1. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 45.2. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 45.3. A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

46. Company seals

- 46.1. Any common seal may only be used by the authority of the Directors.
- 46.2. The Directors may decide by what means and in what form any common seal is to be used.

- 46.3. Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 46.4. For the purposes of this Article, an authorised person is:
- 46.4.1. any Director of the Company;
 - 46.4.2. the Company secretary (if any); or
 - 46.4.3. any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

47. No right to inspect accounts and other records

- 47.1. Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Shareholder.

48. Provision for employees on cessation of business

- 48.1. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

49. Indemnity

- 49.1. Subject to Article 49.2 below, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
- 49.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - 49.1.2. any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 49.1.3. any other liability incurred by that Director as an officer of the Company or an associated company.
- 49.2. 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.
- 49.3. In this Article:
- 49.3.1. companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and

- 49.3.2. a “relevant Director” means any Director or former Director of the Company or an associated company.

50. Insurance

- 50.1. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 50.2. In this Article:
- 50.2.1. a “relevant Director” means any Director or former Director of the Company or an associated company,
- 50.2.2. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’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
- 50.2.3. companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.